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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Biocytogen Pharmaceuticals (Beijing) Co., Ltd., you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer 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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BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.

百奥赛图(北京)医药科技股份有限公司

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

(Stock Code: 2315)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURES**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURES**
- ANCILLARY TO THE PROPOSED ISSUE OF A SHARES**
- (3) PROPOSED GUARANTEE FOR SUBSIDIARIES**
- (4) PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD**
- (5) PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD**
- (6) PROPOSED ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE**
- (7) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS**

A letter from the Board is set out on pages 4 to 16 of this circular.

The notice convening the EGM and Class Meetings to be held on Tuesday, December 12, 2023 at 10:00 a.m. (Hong Kong time) with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online or any adjournment or postponement thereof is set out on pages N-I-1 to N-III-3 of this circular.

Such forms of proxy for use at the EGM and Class Meetings are enclosed with this circular. The forms of proxy can also be downloaded from websites of the Company at <https://www.biocytogen.com.cn> and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. Shareholders are recommended to complete, sign and return the proxy form in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company (for all Shareholders) as soon as possible but in any event no later than 24 hours before the time appointed for the EGM (i.e. no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or the adjourned meeting (as the case may be).

This circular together with the form of proxy are also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and that of the Company (<https://www.biocytogen.com.cn>).

References to time and dates in this circular are to Hong Kong time and dates.

November 23, 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

“A Share(s)”	the ordinary Share(s) with a nominal value of RMB1.00 each in the Share capital of the Company proposed to be allotted, issued and listed on the Sci-Tech Board
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors of the Company
“China” or the “PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Class Meetings”	the class meeting of H Shareholders and the class meeting of Domestic and Unlisted Shareholders to be held, the notices of which are set out in pages N-II-1 to N-III-3 of this circular
“Company”	Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司), a limited liability company incorporated in the PRC on November 13, 2009 and converted into a joint stock limited liability company incorporated in the PRC on December 29, 2020 whose predecessor was Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic and Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.0 each, which are subscribed for or credited as paid in Renminbi
“Domestic and Unlisted Shareholders”	holder(s) of the Domestic and Unlisted Share(s)

DEFINITIONS

“EGM”	the 2023 second extraordinary general meeting of the Company to be held, the notice of which is set out in pages N-I-1 to N-I-4 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign Share(s) in the ordinary Share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of the H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue of A Shares”	the proposed initial public issue of not more than 99,849,605 A Shares, which will be listed on the Sci-Tech Board
“Latest Practicable Date”	November 16, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》)
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》)
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Sci-Tech Board” or “SSE STAR MARKET”	the Sci-Tech Innovation Board of the Shanghai Stock Exchange
“Share(s)”	ordinary Share(s) in the Share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic and Unlisted Share(s) and H Share(s)

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“US” or “the U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia

* *For identification purpose only*

LETTER FROM THE BOARD



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.

百奥赛图(北京)医药科技股份有限公司

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

(Stock Code: 2315)

Executive Directors:

Dr. Shen Yuelei (*Chairman, CEO and
General Manager*)
Dr. Ni Jian
Dr. Zhang Haichao

Registered office:

12 Baoshen South Street
Daxing Bio-Medicine Industry Park
Daxing District, Beijing
PRC

Non-executive Directors:

Mr. Wei Yiliang
Dr. Zhou Kexiang
Ms. Zhang Leidi

*Principle place of business in
Hong Kong:*

40th Floor
Dah Sing Financial Center
No. 248 Queen's Road East
Wanchai
Hong Kong

Independent Non-executive Directors:

Mr. Hua Fengmao
Dr. Yu Changyuan
Ms. Liang Xiaoyan

Hong Kong, November 23, 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURES**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURES ANCILLARY TO THE PROPOSED ISSUE OF A SHARES**
- (3) PROPOSED GUARANTEE FOR SUBSIDIARIES**
- (4) PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD**
- (5) PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD**
- (6) PROPOSED ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE**
- (7) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS**

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the announcement of the Company dated November 10, 2023 in relation to, among others, the proposed amendments to the Articles, the proposed election of Directors of the second session of the Board and proposed election of non-employee representative Supervisors of the Second session of the Supervisory Committee.

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the EGM and the Class Meetings to be held on Tuesday, December 12, 2023, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM and the Class Meetings. For the details of the proposed resolutions at the EGM and the Class Meetings, please also refer to the notices of the EGM and the Class Meetings enclosed with this circular.

II. DETAILS OF THE RESOLUTIONS

1. Proposed Amendments to the Articles of Association and the Rules of Procedures

a. Proposed Amendments to the Existing Articles of Association

In order to comply with the relevant applicable rules of the CSRC, the Shanghai Stock Exchange and the Stock Exchange, and to satisfy the relevant requirements of laws, administrative regulations and regulatory documents, including the Company Law of the PRC, the Securities Law of the PRC, the Trial Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Guidelines on Articles of Association of Listed Companies (Revised 2022) and the Listing Rules of the Stock Exchange, and considering the development of the Company, the Board resolved to amend the existing Articles of Association (the “**Amended Articles of Association**”).

The details of the proposed amendments to the existing Articles of Association are set out in Appendix I of this circular. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Amended Articles of Association shall become effective following the Shareholders’ approval at the EGM by way of a special resolution whereupon the existing Articles of Association will be invalid simultaneously.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Amended Articles of Association comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendments for a company incorporated in the PRC and listed on the Stock Exchange.

LETTER FROM THE BOARD

b. Proposed Amendments to the Existing Rules of Procedures of the Company

The Company intends to revise the following rules of procedures:

- (a) the “Rules of Procedures for Shareholders’ General Meeting”;
- (b) the “Rules of Procedures for the Board of Directors Meeting”; and
- (c) the “Rules of Procedures for the Supervisory Committee Meeting”.

The details of the proposed amendments of the existing rules of procedures (the “**Amended Rules of Procedures**”) are set out in Appendices II to IV of this circular, respectively. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the rules of procedures, the Chinese version shall prevail.

The above rules of procedures will become effective following the Shareholders’ approval at the EGM by way of special resolutions where the existing rules of procedures will be invalid simultaneously.

Special resolutions will be proposed at the EGM to consider and approve the amendments to the above existing rules of procedures.

2. Proposed Amendments to the Articles of Association and the Rules of Procedures Ancillary to the Proposed Issue of A Shares

a. Proposed Amendments to the Articles of Association Ancillary to the Proposed Issue of A Shares

Reference is made to the circular of the Company dated March 31, 2023 and the poll results announcement of the Company dated April 20, 2023.

Among other resolutions, the proposed Issue of A Shares and the adoption of the Articles of Association ancillary to the proposed issue of A Shares (the “**A Share Articles of Association**”) were approved at the 2023 first extraordinary general meeting, the 2023 first meeting of H shareholders and the 2023 first class meeting of domestic and unlisted shareholders held on April 20, 2023.

In order to comply with the relevant applicable rules of the CSRC, the Shanghai Stock Exchange and the Stock Exchange, and to satisfy the relevant requirements of laws, administrative regulations and regulatory documents, including the PRC Company Law, the PRC Securities Law, the Trial Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Guidelines on Articles of Association of Listed Companies (Revised 2022), the Listing Rules of the Shanghai Stock Exchange and the Listing Rules of the Stock Exchange, and considering the development of the Company, the Board resolved to further amend the Articles of Association which will take effect upon completion of the proposed Issue of A Shares (the “**Amended A Share Articles of Association**”).

LETTER FROM THE BOARD

The details of the proposed amendments to the A Share Articles of Association are set out in Appendix V of this circular. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Amended A Share Articles of Association will only become effective (i) following the Shareholders' approval by way of special resolution(s) at the EGM, and (ii) upon completion of the proposed Issue of A Shares, whereupon the then existing Articles of Association will be invalid simultaneously.

For the avoidance of doubt, given that the Issue of A Shares is conditional upon, among other things, necessary regulatory approvals, there is no assurance that it will proceed as planned or at all. Therefore, despite the fact that the Shareholders will consider and, if thought fit, approve the Amended Articles of Association and the Amended A Share Articles of Association, only one version of it will become effective at the time immediately following the EGM. The effect of the Shareholders considering, and if thought fit, approving both versions of the Amended Articles of Association and A Share Articles of Association is that, before and until the Issue of A Shares has been successfully completed, the version of the Amended Articles of Association and A Share Articles of Association incorporating and consolidating all the Amended Articles of Association will have remained effective and, vice versa.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Amended A Share Articles of Association comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendment for a company incorporated in the PRC and listed on the Stock Exchange.

b. Proposed Amendments to the Rules of Procedures of the Company Ancillary to the Proposed Issue of A Shares

The Company intends to further revise the following rules of procedures (the “**A Share Rules of Procedures**”):

- (a) the “Rules of Procedures for Shareholders’ General Meeting”;
- (b) the “Rules of Procedures for the Board of Directors Meeting”; and
- (c) the “Rules of Procedures for the Supervisory Committee Meeting”.

The above A Share Rules of Procedures will become effective (i) following the Shareholders' approval at the EGM by way of special resolutions, and (ii) upon completion of the proposed Issue of A Shares, whereupon the then existing rules of procedures will be invalid simultaneously.

LETTER FROM THE BOARD

For the avoidance of doubt, given that the Issue of A Shares is conditional upon, among other things, necessary regulatory approvals, there is no assurance that it will proceed as planned or at all. Therefore, despite the fact that the Shareholders will consider and, if thought fit, approve the adoption of both versions of the Amended Rules of Procedures and A Share Rules of Procedures, only one version of it will become effective at the time immediately following the EGM. The effect of the Shareholders considering, and if thought fit, approving both versions of the Amended Rules of Procedures and A Share Rules of Procedures is that, before and until the Issue of A Shares has been successfully completed, the version of the Amended Rules of Procedures and A Share Rules of Procedures incorporating and consolidating all the Amended Rules of Procedures will have remained effective and, vice versa.

The details of the proposed amendments of the A Share Rules of Procedures are set out in Appendices VI to VIII of this circular, respectively. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the A Share Rules of Procedures, the Chinese version shall prevail.

Special resolutions will be proposed at the EGM to consider and approve the amendments to the above A Share Rules of Procedures.

3. Proposed Guarantee for Bank Credit Facilities for Subsidiaries

In order to meet the needs of the Company and its subsidiaries to apply for credit from banks and handle financing, the Company intends to provide guarantee for the bank credit of its subsidiaries and authorize the chairman of the Board to handle the related matters. Specifically as follows:

a. Proposed Guarantee in Relation to the Application for a RMB60 million Consolidated Credit Facility by Jiangsu Baiao from Bank of Nanjing

Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司) (“**Jiangsu Baiao**”), a wholly-owned subsidiary of the Company, intends to apply for a comprehensive credit line of RMB60 million from Bank of Nanjing (南京銀行). The Company agrees to provide joint and several liability guarantee for the loans incurred by Jiangsu Baiao within the above credit line, with the specific guarantee content subject to the duly signed guarantee documents.

b. Proposed Guarantees Involved in Credit Applications to Banks by Other Subsidiaries

The Company held the meeting of the Board on March 6, 2023 and considered and passed the resolution on “Proposal on the Company’s Application for Bank Credit and Related Authorization”, whereby the Group may apply for a consolidated credit line of not more than RMB500 million from the banks for the purpose of applying for the working capital loans, project fund loans, letters of credit, bank acceptances, packaged loans, letters of guarantee, factoring and other loans for each project and the financing business. The authorization is valid for one year (i.e. from March 6, 2023 to March 5, 2024) from the date of consideration and approval by the Board.

LETTER FROM THE BOARD

In order to meet the needs of other subsidiaries of the Company in applying for credit from banks and handling financing, the Company agreed to provide joint and several liability guarantee for the loans incurred by other subsidiaries of the Company within the above annual credit limit (including the credit limit that has already been incurred, with the cumulative total amount of not more than RMB500 million), with the specific guarantee content subject to the formally signed guarantee documents.

The Board has authorised the chairman of the Board to carry out issues, including signing legal documents, related to the above guarantees related issue within the scope of the above credit line.

Ordinary resolutions will be proposed at the EGM to consider and approve the above guarantees.

4. Proposal on Election of Executive Directors and Non-executive Directors

Given that the term of office of the Directors of the first session of the Board of the Company will expire on December 15, 2023, the Board has considered and approved the proposed election of members of the Board, as described below. Members of the first session of the Board shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the second session of the Board take office.

The second session of the Board shall comprise nine Directors, including three executive Directors, three non-executive Director and three independent non-executive Directors. The Board proposed to:

- (a) elect Dr. Shen Yuelei (沈月雷) as an executive Director of the second session of the Board;
- (b) elect Dr. Ni Jian (倪健) as an executive Director of the second session of the Board;
- (c) elect Dr. Zhang Haichao (張海超) as an executive Director of the second session of the Board;
- (d) elect Mr. Wei Yiliang (魏義良) as a non-executive Director of the second session of the Board;
- (e) elect Dr. Zhou Kexiang (周可祥) as a non-executive Director of the second session of the Board; and
- (f) elect Ms. Zhang Leidi (張蕾娣) as a non-executive Director of the second session of the Board.

LETTER FROM THE BOARD

The above executive Director and non-executive Director candidates are existing executive Directors and non-executive Directors, all of whom meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association. The terms of office of the executive Directors and non-executive Directors of the second session of the Board will be three years effective from the date of the expiration of the first session of the Board and upon the passing of the relevant resolutions at the EGM.

Following the approval of the resolutions in relation to the proposed election of executive Director and non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with each executive Director and non-executive Director. Pursuant to the service contracts to be respectively entered into between each of the executive Director and non-executive Director candidates and the Company, (i) Dr. Shen Yuelei, Dr. Ni Jian and Dr. Zhang Haichao as executive Directors will not receive any director's fee from the Company, and (ii) Mr. Wei Yiliang, Dr. Zhou Kexiang and Ms. Zhang Leidi as non-executive Directors will not receive any director's fee from the Company.

For biographical details of the proposed executive Directors and non-executive Directors, please refer to the "Appendix IX-A – Biography of Executive Director and Non-executive Director Candidates".

As of the Latest Practicable Date, the interests or short positions of the executive Directors and non-executive Directors candidates in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director/Supervisor/ Chief Executive	Class of Shares	Capacity	Number of Securities	Approximate Percentage of Shareholding in Relevant Class of Shares	Approximate Percentage of Shareholding in Total Share of the Company
Dr. Shen Yuelei ⁽¹⁾⁽²⁾ ("Dr. Shen")	Domestic and Unlisted Shares	Beneficial owner	26,394,840	9.1%	6.6%
	Domestic and Unlisted Shares	Interest of spouse	29,004,840	10.0%	7.3%
	Domestic and Unlisted Shares	Interest in controlled corporations	37,840,860	13.1%	9.5%

LETTER FROM THE BOARD

Name of Director/Supervisor/ Chief Executive	Class of Shares	Capacity	Number of Securities	Approximate Percentage of Shareholding in Relevant Class of Shares	Approximate Percentage of Shareholding in Total Share of the Company
	H Shares	Interest in controlled corporations	16,854,300	15.2%	4.2%
Dr. Ni Jian ⁽³⁾ ("Dr. Ni")	Domestic and Unlisted Shares	Beneficial owner	29,004,840	10.0%	7.3%
	Domestic and Unlisted Shares	Interest of spouse	64,235,700	22.3%	16.1%
	H Shares	Interest of spouse	16,854,300	15.2%	4.2%

Notes:

- (1) The calculation is based on the total number of issued Shares, 399,398,420 Shares, including 288,616,500 Domestic and Unlisted Shares and 110,781,920 H Shares, as at the Latest Practicable Date.
- (2) Dr. Shen is the sole general partner and the sole managing partner of Baiao Evergreen, Baiao Changsheng, Eucure Evergreen and Eucure Changsheng, which are employee shareholding platforms. Dr. Shen, therefore, is deemed to be interested in the 37,840,860 Domestic and Unlisted Shares and 16,854,300 H Shares held by these four limited partnerships. He also holds 26,394,840 Domestic and Unlisted Shares as beneficial owner.
- (3) Dr. Shen and Dr. Ni are spouses. Dr. Shen, therefore, is deemed to be interested in 29,004,840 Domestic and Unlisted Shares which Dr. Ni holds, and Dr. Ni is deemed to be interested in 64,235,700 Domestic and Unlisted Shares and 16,854,300 H Shares which Dr. Shen holds.

As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed herein and in "Appendix IX-A – Biography of Executive Director and Non-executive Director Candidates", none of the executive Director and non-executive Director candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the executive Director and non-executive Director candidates has any other relationships with any Directors, Supervisors, senior management or Substantial Shareholders of the Company. None of the executive Director and non-executive Director candidates is interested in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the executive Director and non-executive Director candidates, nor are there any matters that

LETTER FROM THE BOARD

need to be brought to the attention of the Shareholders. None of the executive Director and non-executive Director candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

The aforesaid resolutions were considered and approved by the Board on November 10, 2023 and ordinary resolutions are hereby proposed at the EGM for consideration and approval.

5. Proposal on Election of Independent Non-executive Directors

Given that the term of office of the Directors of the first session of the Board of the Company will expire on December 15, 2023, the Board has considered and approved the proposed election of members of the Board, as described below. Members of the first session of the Board shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the second session of the Board take office.

The second session of the Board shall comprise nine Directors, including three executive Directors, three non-executive Director and three independent non-executive Directors. The Board proposed to:

- (a) elect Mr. Hua Fengmao (華風茂) as an independent non-executive Director of the second session of the Board;
- (b) elect Dr. Yu Changyuan (喻長遠) as an independent non-executive Director of the second session of the Board; and
- (c) elect Ms. Liang Xiaoyan (梁曉燕) as an independent non-executive Director of the second session of the Board.

The above independent non-executive Director candidates are existing independent non-executive Directors, all of whom meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association. The terms of office of the independent non-executive Directors of the second session of the Board will be three years effective from the date of the expiration of the first session of the Board and upon the passing of the relevant resolutions at the EGM.

Following the approval of the resolution in relation to the proposed election of independent non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with each independent non-executive Director. Pursuant to the service contracts to be respectively entered into between each of the independent non-executive Director candidates and the Company, each of Mr. Hua Fengmao, Dr. Yu Changyuan and Ms. Liang Xiaoyan as independent non-executive directors will be entitled to a director's fee of RMB120,000 per annum before taxes. For details of remuneration of independent non-executive Director, please refer to the circular dated on May 3, 2023.

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For biographical details of the proposed Directors, please refer to the “Appendix IX-B – Biography of Independent Non-executive Director Candidates”.

As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed herein and in “Appendix IX-B – Biography of Independent Non-executive Director Candidates”, none of the independent non-executive Director candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the independent non-executive Director candidates has any other relationships with any Directors, Supervisors, senior management or Substantial Shareholders of the Company. None of the independent non-executive Director candidates is interested in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the independent non-executive Director candidates, nor are there any matters that need to be brought to the attention of the Shareholders. None of the independent non-executive Director candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

In considering the proposed independent non-executive Director candidates, the nomination committee of the Company (the “**Nomination Committee**”), and the remuneration and evaluation committee of the Company (the “**Remuneration and Evaluation Committee**”) have assessed and reviewed the independence of each of the independent non-executive Director candidates in accordance with the criteria on independence set out in Rule 3.13 of the Hong Kong Listing Rules and confirmed that all independent non-executive Director candidates has complied with the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules.

As further described in the biographical details of the proposed independent non-executive Directors as set out in “Appendix IX-B – Biography of Independent Non-executive Director Candidates” to this circular, they all possess strong and diverse educational backgrounds and have professional experience in their specialized sectors, particularly in-depth knowledge of investment banking, medicine, and accounting. The Nomination Committee has assessed the performance of the proposed independent non-executive Directors and considers that they can bring a wealth of personal perspectives, solid professional skills and experience to the Board. Accordingly, the Nomination Committee considers that the proposed independent non-executive Directors are capable of making diverse contributions to the Board and are capable of providing independent, fair and objective advice and judgments on the Company’s affairs.

The aforesaid resolutions were considered and approved by the Board on November 10, 2023 and the ordinary resolutions are hereby proposed at the EGM for consideration and approval.

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6. Proposal on Election of Non-employee Representative Supervisors

Given that the term of office of the Supervisors of the first session of the Supervisory Committee of the Company will expire on December 15, 2023, the Supervisory Committee has considered and approved the proposed election of members of the Supervisory Committee, as described below. Members of the first session of the Supervisory Committee shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the second session of the Supervisory Committee take office.

The second session of the Supervisory Committee shall comprise two non-employee representative Supervisors and one employee representative Supervisors. The Supervisory Committee proposed to:

- (a) elect Ms. Li Yan as a non-employee representative Supervisor of the second session of the Supervisory Committee; and
- (b) elect Dr. Yao Jiawei as a non-employee representative Supervisor of the second session of the Supervisory Committee.

The employee representative Supervisor of the second session of the Supervisory Committee shall be elected democratically by the employee congress of the Company and is not subject to the Shareholders' approval.

The above non-employee representative Supervisor, candidates meet the qualification requirements for serving as non-employee representative Supervisors as stipulated in relevant laws, regulations and the Articles of Association.

Following the approval of the resolution in relation to the proposed election of non-employee representative Supervisors by the Shareholders at the EGM, the Company will enter into a service contract with each non-employee representative Supervisor. Pursuant to the service contracts to be respectively entered into between each of the non-employee representative Supervisor candidates and the Company, each of Ms. Li Yan and Dr. Yao Jiawei will not receive any supervisor's fee from the Company, respectively, as non-employee representative Supervisors of the Company.

For biographical details of the proposed Supervisors please refer to the "Appendix X – Biography of Non-employee Representative Supervisor Candidates".

As of the Latest Practicable Date and to the best knowledge of the Supervisory Committee, save as disclosed herein, none of the non-employee representative Supervisor candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the non-employee representative Supervisor candidates has any other relationships with any Directors, Supervisors, senior management or substantial Shareholders of the Company. None of the non-employee representative Supervisor candidates is interested in any shares of the Company or its associated corporations within the meaning

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of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the non-employee representative Supervisor candidates, nor are there any matters that need to be brought to the attention of the Shareholders of the Company. None of the non-employee representative Supervisor candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

The aforesaid resolutions were considered and approved by the Supervisory Committee on November 9, 2023 and ordinary resolutions are hereby proposed at the EGM for consideration and approval.

III. THE EGM AND THE CLASS MEETINGS

The EGM and Class Meetings will be held with the combination of a physical meeting at Conference Room, 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online on Tuesday, December 12, 2023 at 10:00 a.m., and the Class Meeting of H Shareholders and the Class Meeting of Domestic and Unlisted Shareholders will be held immediately after the conclusion of the EGM and immediately after the conclusion of the Class Meeting of H Shareholders, respectively, on Tuesday, December 12, 2023. Notice convening the EGM and Notices of the Class Meetings are set out in pages N-I-1 to N-III-3 of this circular and are available on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and of the Company (<https://www.biocytogen.com.cn>).

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the EGM and Class Meetings, the register of members of the Company will be closed from Thursday, December 7, 2023 to Tuesday, December 12, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), for registration not later than 4:30 p.m. on Wednesday, December 6, 2023.

V. PROXY ARRANGEMENT

The form of proxy of each of the EGM and the Class Meetings are enclosed.

If you intend to appoint a proxy to attend the EGM and/or the Class Meetings, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance

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Centre, 16 Harcourt Road, Hong Kong; and for Domestic and Unlisted Shareholders, the form of proxy should be returned to the Company's registered office in the PRC at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC by personal delivery or by post, or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letters sent by the Company (for all Shareholders), not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Monday, December 11, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and/or the Class Meetings or at any other adjourned meeting should you so wish and in such event the forms of proxy shall be deemed to be revoked.

VI. VOTING BY POLL

Any vote of Shareholders at the EGM and the Class Meetings must be taken by poll except where the chairman of each of the EGM and the Class Meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM and the Class Meetings will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM and the Class Meetings.

VII. RECOMMENDATIONS

The Board considers that all the resolutions proposed at the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic and Unlisted Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions.

VIII. 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 matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

Biocytogen Pharmaceuticals (Beijing) Co., Ltd.

Shen Yuelel

*Chairman of the Board, Chief Executive Officer and
Executive Director*

Comparison Table of Amendments to the Existing Articles of Association

No.	Original Articles	Revised Articles
1.	<p>CHAPTER 1 GENERAL PROVISIONS</p> <p>Article 1 To regulate the organization and operation of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and safeguard the lawful rights and interests of the Company, its shareholders and creditors, these articles of association are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Special Regulations of the State Council for Overseas Shares Offerings and Listings of Joint Stock Limited Companies</i> (the “Special Regulations”), the <i>Mandatory Provisions of Articles of Association of Companies that Listed Overseas</i> (the “Mandatory Provisions”), the <i>Letter of Opinions on Supplementary Amendments to the Articles of Association of Hong Kong Listed Companies</i>, the <i>Opinions on Further Promoting the Standardized Operation and Deepened Reforms of Overseas Listed Companies</i>, the <i>Reply of the State Council to the Adjustment of Regulations Applicable to the Provisions of the Notification Period for General Meetings of Overseas Listed Companies and Other Matters</i>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and provisions of other relevant national laws, administrative regulations and rules of the State Council (the “laws and regulations”).</p>	<p>CHAPTER 1 GENERAL PROVISIONS</p> <p>Article 1 To regulate the organization and operation of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and safeguard the lawful rights and interests of the Company, its shareholders and creditors, these Articles of Association are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Special Regulations of the State Council for Overseas Shares Offerings and Listings of Joint Stock Limited Companies</i> (the “Special Regulations”), the <i>Mandatory Provisions of Articles of Association of Companies that Listed Overseas</i> (the “Mandatory Provisions”), the <i>Letter of Opinions on Supplementary Amendments to the Articles of Association of Hong Kong Listed Companies</i>, the <i>Opinions on Further Promoting the Standardized Operation and Deepened Reforms of Overseas Listed Companies</i>, the <i>Reply of the State Council to the Adjustment of Regulations Applicable to the Provisions of the Notification Period for General Meetings of Overseas Listed Companies and Other Matters</i>, <u>the <i>Securities Law of the People’s Republic of China</i>, the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</i>, the <i>Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>Guidelines for the Articles of Association of Listed Companies</i></u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and provisions of other relevant national laws, administrative regulations and rules of the State Council (the “laws and regulations”).</p>

No.	Original Articles	Revised Articles
2.	<p>Article 2 The Company is a company limited by shares established in accordance with the <i>Company Law Special Regulations</i> and other national laws and regulations and regulatory documents.</p> <p>The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.</p> <p>The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingchen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shijiu hao Equity Investment Fund Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), PICC Beijing Health Care Fund, L.P., Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.), Beijing Eucure Evergreen Technology Development Center (Limited Partnership), CMB International Capital Management (Shenzhen) Co., Ltd., SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Yiwu Shenyuan Investment Management Partnership (Limited Partnership), Nanjing Wedo Alpha Venture Capital Partnership (Limited Partnership), Astral Eminent Limited, BioVeda China Fund II RMB, Limited and COWIN CHINA GROWTH FUND I, L.P..</p>	<p>Article 2 The Company is a company limited by shares established in accordance with the <i>Company Law-Special-Regulations</i> and other national laws and regulations and regulatory documents.</p> <p>The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.</p> <p>The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingchen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shijiu hao Equity Investment Fund Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), PICC Beijing Health Care Fund, L.P., Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.), Beijing Eucure Evergreen Technology Development Center (Limited Partnership), CMB International Capital Management (Shenzhen) Co., Ltd., SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Yiwu Shenyuan Investment Management Partnership (Limited Partnership), Nanjing Wedo Alpha Venture Capital Partnership (Limited Partnership), Astral Eminent Limited, BioVeda China Fund II RMB, Limited and COWIN CHINA GROWTH FUND I, L.P..</p>

No.	Original Articles	Revised Articles
3.	Article 4 The address of the Company is 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Zhongguancun Technology Park, Daxing District, Beijing, PRC. Postal code is 102609. Telephone number is 010-56967666 and facsimile number is 010-56967666-8067.	Article 4 The address of the Company is 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Zhongguancun Technology Park, Daxing District, Beijing, PRC. Postal code is 102609. Telephone number is 010-56967666 and facsimile number is 010-56967666-8067.
4.	Article 5 Immediately before the issuance of H shares, the registered capital of the Company amounts to RMB374,929,920. Upon the completion of the public issuance of overseas listed foreign shares, and assuming the over-allotment option is not exercised, the registered capital of the Company shall be RMB396,688,420. Assuming the over-allotment option is exercised in full, the registered capital of the Company shall be RMB399,951,920.	Article 5 Immediately before the issuance of H shares, the registered capital of the Company amounts to RMB374,929,920. <u>On December 22, 2021, the Company, with the approval from the China Securities Regulatory Commission (the “CSRC”), conducted its initial public offering (the “IPO”) of 24,468,500 overseas listed foreign shares (including 2,710,000 shares issued through the exercise of over-allotment option). On July 11, 2022, the Company was granted approval by the CSRC to convert 86,313,420 domestically unlisted shares into overseas listed shares. Subsequently, the Company was officially listed on the Hong Kong Stock Exchange on September 1, 2022.</u> Upon the completion of the public issuance of overseas listed foreign shares, and assuming the over-allotment option is not exercised, the registered capital of the Company shall be RMB396,688,420. Assuming the over-allotment option is exercised in full, the registered capital of the Company shall be RMB399,398,420 399,951,920.
5.	Article 8 The capital of the Company shall be divided into equal shares. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts with all of its assets. The Company may invest in other limited liability companies and joint stock limited companies, and shall be liable to its invested company to the extent of its capital contribution. Subject to the laws and regulations, the Company shall not have any joint liability for any debts of the investee in its capacity as a capital contributor.	Article 8 The capital of the Company shall be divided into equal shares. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts with all of its assets. The Company may invest in other limited liability companies and joint stock limited companies, and shall be liable to its invested company to the extent of its capital contribution. Subject to the laws and regulations, the Company shall not have any joint liability for any debts of the investee in its capacity as a capital contributor.

No.	Original Articles	Revised Articles
6.	<p>Article 9 These articles of association, being the code of conduct of the Company, were passed by a special resolution in the shareholders' general meeting of the Company, and shall become effective from the date of listing and trading of the Company's overseas listed foreign shares on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The existing articles of association of the Company and the amendments thereto shall be null and void automatically. From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and its shareholder and among its shareholders, and shall be legally binding upon the Company, its shareholders, directors, supervisors and senior management.</p> <p>In accordance with these articles of association, shareholders may sue shareholders, the directors, supervisors, the general manager and senior management of the Company and the Company and the Company may sue its shareholders, directors, supervisors, the general manager and other senior management.</p> <p>For the purposes of the preceding paragraph, the term "sue" shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.</p>	<p>Article 9 These articles of association, being the code of conduct of the Company, were passed by a special resolution in the shareholders' general meeting of the Company, and shall become effective from the date of listing and trading of the Company's overseas listed foreign shares on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The existing articles of association of the Company and the amendments thereto shall be null and void automatically. From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and its shareholder and among its shareholders, and shall be legally binding upon the Company, its shareholders, directors, supervisors and senior management.</p> <p>In accordance with these articles of association, shareholders may sue shareholders, the directors, supervisors, the general manager and senior management of the Company and the Company and the Company may sue its shareholders, directors, supervisors, the general manager and other senior management.</p> <p>For the purposes of the preceding paragraph, the term "sue" shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.</p>
7.		<p><i>(newly added)</i></p> <p><u>Article 11 The Company shall establish Communist Party organizations and conduct Party activities pursuant to the regulations of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the Party organizations.</u></p>

No.	Original Articles	Revised Articles
8.	<p>CHAPTER 3 SHARES</p> <p>SECTION 1 ISSUANCE OF SHARES</p> <p>Article 13 The shares of the Company shall be presented by share certificates. The Company shall have ordinary shares at all times. The Company may create other classes of shares as required subject to approval of the competent authorities under the State Council.</p>	<p>CHAPTER 3 SHARES</p> <p>SECTION 1 ISSUANCE OF SHARES</p> <p>Article 14 The shares of the Company shall be presented by share certificates. The Company shall have ordinary shares at all times. The Company may create other classes of shares as required subject to approval of the competent authorities under the State Council.</p>
9.	<p>Article 15 All shares issued by the Company shall each have a par value of RMB1.00.</p>	<p>Article 17 All shares issued by the Company are denominated in Chinese Yuan shall each have a par value of RMB1.00.</p>
10.	<p>Article 16 The Company may offer shares to domestic investors and foreign investors subject to approval by the securities regulatory authority of the State Council.</p> <p>For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries, Hong Kong, Macau or Taiwan of China who subscribe for shares issued by the Company, and the term “domestic investors” shall refer to investors inside China, excluding the above-mentioned regions, who subscribe for shares issued by the Company.</p>	<p>Article 16 The Company may offer shares to domestic investors and foreign investors subject to approval by the securities regulatory authority of the State Council.</p> <p>For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries, Hong Kong, Macau or Taiwan of China who subscribe for shares issued by the Company, and the term “domestic investors” shall refer to investors inside China, excluding the above-mentioned regions, who subscribe for shares issued by the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
11.	<p>Article 17 Shares issued by the Company to domestic investors and other qualified investors which are to be subscribed for in Renminbi are referred to as “domestic shares”. Shares issued by the Company to foreign investors to be subscribed for in foreign currencies are referred to as “foreign shares”. Foreign shares listed outside China are referred to as “overseas listed foreign shares”. Overseas listed foreign shares which are listed on the Hong Kong Stock Exchange are referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H shares subject to the approval of the State Council or its authorized bodies and the acceptance of the Hong Kong Stock Exchange.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries that are recognized by the foreign exchange authority of China and for the payment for the shares subscribed.</p> <p>A holder of domestic shares and a holder of foreign shares are both holders of ordinary shares and shall have the same rights and obligations.</p>	<p>Article 17 Shares issued by the Company to domestic investors and other qualified investors which are to be subscribed for in Renminbi are referred to as “domestic shares”. Shares issued by the Company to foreign investors to be subscribed for in foreign currencies are referred to as “foreign shares”. Foreign shares listed outside China are referred to as “overseas listed foreign shares”. Overseas listed foreign shares which are listed on the Hong Kong Stock Exchange are referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H shares subject to the approval of the State Council or its authorized bodies and the acceptance of the Hong Kong Stock Exchange.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries that are recognized by the foreign exchange authority of China and for the payment for the shares subscribed.</p> <p>A holder of domestic shares and a holder of foreign shares are both holders of ordinary shares and shall have the same rights and obligations.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
12.	<p>Article 19 After completion of the issuance of overseas listed foreign shares of the Company, and assuming the over-allotment option is exercised in full, the registered capital of the Company shall be RMB399,951,920 and the total number of shares shall be 399,951,920, including 283,950,900 domestic shares, representing 71.0% of the total share capital of the Company; 4,665,600 unlisted foreign shares, representing 1.2% of the total share capital of the Company; and the total number of H shares is 111,335,420, representing 27.8% of the total share capital of the Company. Assuming the over-allotment option is not exercise, the registered capital of the Company shall be RMB396,688,420 and the total number of shares shall be 396,688,420, including 283,950,900 domestic shares, representing 71.6% of the total share capital of the Company; 4,665,600 unlisted foreign shares, representing 1.2% of the total share capital of the Company; and the total number of H shares is 108,071,920, representing 27.2% of the total share capital of the Company. All the shares are ordinary shares.</p>	<p>Article 18 After completion of the issuance of overseas listed foreign shares of the Company, and assuming the over-allotment option is exercised in full, the registered capital of the Company shall be RMB399,951,920 and the total number of shares shall be 399,951,920, including 283,950,900 domestic shares, representing 71.0% of the total share capital of the Company; 4,665,600 unlisted foreign shares, representing 1.2% of the total share capital of the Company; and the total number of H shares is 111,335,420, representing 27.8% of the total share capital of the Company. Assuming the over-allotment option is not exercise, the registered capital of the Company shall be RMB396,688,420 and the total number of shares shall be 396,688,420, including 283,950,900 domestic shares, representing 71.6% of the total share capital of the Company; 4,665,600 unlisted foreign shares, representing 1.2% of the total share capital of the Company; and the total number of H shares is 108,071,920, representing 27.2% of the total share capital of the Company. The Company has a total of <u>399,398,420</u> shares, all of which are ordinary shares.</p>
13.	<p>Article 20 The board of directors may arrange for the Company to issue overseas listed foreign shares and domestic shares separately, subject to the approval of the securities regulatory authorities of the State Council.</p> <p>If the Company issues overseas listed foreign shares and domestic shares separately in accordance with the preceding paragraph, the issuance of such shares shall be completed within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p>	<p>Article 20 The board of directors may arrange for the Company to issue overseas listed foreign shares and domestic shares separately, subject to the approval of the securities regulatory authorities of the State Council.</p> <p>If the Company issues overseas listed foreign shares and domestic shares separately in accordance with the preceding paragraph, the issuance of such shares shall be completed within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
14.	<p>Article 21 The Company shall issue all overseas listed foreign shares and domestic shares respectively at one time in accordance with the total number of shares under the issuance plan. If any issue is not fully subscribed, the Company may issue the shares in several tranches, subject to the approval of the securities regulatory authorities of the State Council.</p>	<p>Article 21 The Company shall issue all overseas listed foreign shares and domestic shares respectively at one time in accordance with the total number of shares under the issuance plan. If any issue is not fully subscribed, the Company may issue the shares in several tranches, subject to the approval of the securities regulatory authorities of the State Council.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
15.		<p><i>(newly added)</i></p> <p>Article 19 <u>The Company and its subsidiaries (including affiliates) may not provide any form of support, including gift, advance payment, loan guarantee, compensation or loan, to individuals who are purchasing or intending to purchase the Company shares.</u></p>
16.	<p>SECTION 2 INCREASE, DECREASE AND REPURCHASE OF SHARES</p> <p>Article 22 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:</p> <p>(I) the public offering of shares;</p> <p>(II) the private offering of shares;</p> <p>(III) the placement of new shares to existing shareholders;</p> <p>(IV) the issue of new shares to existing shareholders;</p> <p>(V) the capitalization of capital reserve;</p> <p>(VI) other methods permitted by laws and regulations as well as competent authorities.</p> <p>The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.</p>	<p>SECTION 2 INCREASE, DECREASE AND REPURCHASE OF SHARES</p> <p>Article 20 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:</p> <p>(I) the public offering of shares;</p> <p>(II) the private offering of shares;</p> <p>(III) the placement of new shares to existing shareholders;</p> <p>(III) the issue of bonus sharesnew shares to existing shareholders;</p> <p>(IV) the capitalization of capital reserve;</p> <p>(V) other methods permitted by laws and regulations as well as competent authorities.</p> <p>The Company is prohibited from issuing preferred shares that are convertible into ordinary shares.The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.</p>

No.	Original Articles	Revised Articles
17.	Article 23 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.	Article 21 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.
18.	<p>Article 24 Under the following circumstances, the Company may purchase its shares in accordance with the laws, regulations, provisions of the Hong Kong Stock Exchange and these articles of association:</p> <p>(I) to reduce the registered capital of the Company;</p> <p>(II) to merge with other companies which hold the shares of the Company;</p> <p>(III) to use the shares for an employee stock ownership plan or as an equity incentive;</p> <p>(IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting;</p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) where it is necessary for preserving the value of the Company and the interest of shareholders;</p> <p>(VII) other circumstances permitted by the laws and regulations and the regulatory rules of the place where the shares of the Company are listed.</p> <p>Otherwise, the Company may not purchase its own shares.</p>	<p>Article 22 Under the following circumstances, the Company may purchase its shares in accordance with the laws, regulations, provisions of the Hong Kong Stock Exchange and these Articles of Association. <u>The Company may not repurchase its shares except in the following circumstances:</u></p> <p>(I) to reduce the registered capital of the Company;</p> <p>(II) to merge with other companies which hold the shares of the Company;</p> <p>(III) to use the shares for an employee stock ownership plan or as an equity incentive;</p> <p>(IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting;</p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) where it is necessary for preserving the value of the Company and the interest of shareholders;</p> <p>(VII) other circumstances permitted by the laws and regulations and the regulatory rules of the place where the shares of the Company are listed.</p> <p>Otherwise, the Company may not purchase its own shares.</p>
19.		<p><i>(newly added)</i></p> <p><u>Article 23 The Company may repurchase its shares through a centralized trading process that is open to the public or other legally acceptable methods recognized by the securities regulator in the place where the shares of the Company are listed.</u></p> <p><u>If the Company intends to repurchase its shares as stipulated in the paragraphs (III), (V) and (VI), Article 22 of these Articles of Association, it shall do so through an open centralized trading process. Otherwise, the Company may not purchase its own shares.</u></p>

No.	Original Articles	Revised Articles
20.	Article 25 The Company may purchase its own shares by the methods permitted by the laws and regulations.	<p>Article 25 The Company may purchase its own shares by the methods permitted by the laws and regulations.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
21.	<p>Article 26 The Company purchasing its own shares under any of the circumstances set forth in sub-paragraph (I) and (II) of the first paragraph of article 24 shall be subject to a resolution of a shareholders' general meeting; and the Company, in purchasing its own shares under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of article 24, shall, pursuant to these articles of association or the authorization of a shareholders' general meeting, be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present.</p> <p>The shares purchased by the Company in accordance with the first paragraph of article 24 shall, under the circumstance set forth in sub-paragraph (I), be canceled within ten days after the purchase; while under the circumstances set forth in sub-paragraph (II) or (IV), be disposed of or canceled within six months; and while under the circumstances set forth in sub-paragraph (III), (V) or (VI), aggregately not exceed 10% of the Company's total shares in issue, shall be disposed of or canceled within three years.</p> <p>The Company purchasing its own shares shall perform its legal obligation of information disclosure.</p>	<p>Article 24 The Company purchasing its own shares under any of the circumstances set forth in sub-paragraph (I) and (II) of the first paragraph of Article 22article 24 shall be subject to a resolution of a shareholders' general meeting; and the Company, in purchasing its own shares under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of Article 22article 24, shall, pursuant to these articles of association or the authorization of a shareholders' general meeting, be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present.</p> <p>The shares purchased by the Company in accordance with the first paragraph of Article 22article 24 shall, under the circumstance set forth in sub-paragraph (I), be canceled within ten days after the purchase; while under the circumstances set forth in sub-paragraph (II) or (IV), be disposed of or canceled within six months; and while under the circumstances set forth in sub-paragraph (III), (V) or (VI), aggregately not exceed 10% of the Company's total shares in issue shall be disposed of or canceled within three years.</p> <p>The Company purchasing its own shares shall perform its legal obligation of information disclosure.</p>
22.	<p>Article 27 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities:</p> <p>(I) making a repurchase offer to all shareholders in proportion to their respective shareholdings;</p> <p>(II) repurchasing through public trading on a stock exchange;</p> <p>(III) repurchasing by over-the-counter agreements;</p> <p>(IV) other methods as permitted by the laws and regulations and the competent authorities.</p>	<p>Article 27 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities:</p> <p>(I) making a repurchase offer to all shareholders in proportion to their respective shareholdings;</p> <p>(II) repurchasing through public trading on a stock exchange;</p> <p>(III) repurchasing by over-the-counter agreements;</p> <p>(IV) other methods as permitted by the laws and regulations and the competent authorities.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
23.	<p>Article 28 Where the Company repurchases its shares by over-the-counter agreements, it shall seek prior approval of the shareholders at a shareholders' general meeting in accordance with these articles of association. The Company may terminate or revise a contract so entered or waive any of its rights thereunder with the same approval by shareholders at a shareholders' general meeting.</p> <p>A contract for the repurchase of shares as referred to in the preceding paragraph includes (without limitation) an agreement to assume the obligation to repurchase shares and an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any of its rights thereunder.</p> <p>The shares to be repurchased by the Company shall be subject to a maximum price if the shares are not repurchased through the market or by tender. If the shares are repurchased by tender, the tender shall be available to all shareholders alike.</p>	<p>Article 28 Where the Company repurchases its shares by over-the-counter agreements, it shall seek prior approval of the shareholders at a shareholders' general meeting in accordance with these articles of association. The Company may terminate or revise a contract so entered or waive any of its rights thereunder with the same approval by shareholders at a shareholders' general meeting.</p> <p>A contract for the repurchase of shares as referred to in the preceding paragraph includes (without limitation) an agreement to assume the obligation to repurchase shares and an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any of its rights thereunder.</p> <p>The shares to be repurchased by the Company shall be subject to a maximum price if the shares are not repurchased through the market or by tender. If the shares are repurchased by tender, the tender shall be available to all shareholders alike.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
24.	<p>Article 29 Shares legally repurchased by the Company shall be cancelled within the period prescribed by the laws and regulations, and shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>The registered share capital of the Company shall be reduced by the aggregate nominal value of those cancelled shares.</p>	<p>Article 29 Shares legally repurchased by the Company shall be cancelled within the period prescribed by the laws and regulations, and shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>The registered share capital of the Company shall be reduced by the aggregate nominal value of those cancelled shares.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
25.	<p>Article 30 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its shares in issue:</p> <p>(I) where the Company repurchases its shares at nominal value, the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose;</p> <p>(II) where the Company repurchases its shares at a premium, an amount equivalent to the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose. Payment of the portion in excess of the nominal value shall be effected as follows:</p> <p>1. where the shares repurchased are issued at nominal value, payment shall be made out of the balance of the distributable profits of the Company;</p> <p>2. where the shares repurchased are issued at a premium, payment shall be made out of the balance of the distributable profits of the Company or the proceeds of a fresh share issue made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the premium account (or capital reserve account) of the Company (including the premiums from the fresh issue);</p> <p>(III) payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company:</p> <p>1. acquisition of rights to repurchase shares;</p> <p>2. modification of any share repurchase contract;</p> <p>3. release of any obligation under any share repurchase contract.</p>	<p>Article 30 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its shares in issue:</p> <p>(I) where the Company repurchases its shares at nominal value, the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose;</p> <p>(II) where the Company repurchases its shares at a premium, an amount equivalent to the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose. Payment of the portion in excess of the nominal value shall be effected as follows:</p> <p>1. where the shares repurchased are issued at nominal value, payment shall be made out of the balance of the distributable profits of the Company;</p> <p>2. where the shares repurchased are issued at a premium, payment shall be made out of the balance of the distributable profits of the Company or the proceeds of a fresh share issue made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the premium account (or capital reserve account) of the Company (including the premiums from the fresh issue);</p> <p>(III) payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company:</p> <p>1. acquisition of rights to repurchase shares;</p> <p>2. modification of any share repurchase contract;</p> <p>3. release of any obligation under any share repurchase contract.</p>

No.	Original Articles	Revised Articles
	<p>(IV) after the registered capital of the Company has been reduced by the total nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for repurchasing part of the nominal value of the shares shall be transferred to the premium account (or capital reserve account) of the Company. Where the laws, regulations and other regulatory documents, relevant requirements of the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforesaid share repurchase, such provisions shall prevail.</p>	<p>(IV) after the registered capital of the Company has been reduced by the total nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for repurchasing part of the nominal value of the shares shall be transferred to the premium account (or capital reserve account) of the Company. Where the laws, regulations and other regulatory documents, relevant requirements of the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforesaid share repurchase, such provisions shall prevail.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
26.	<p>SECTION 3 TRANSFER OF SHARES</p> <p>Article 31 Subject to the laws and regulations and relevant requirements of the securities regulatory authorities and stock exchange where the shares of the Company are listed, the shares of the Company may be transferred free of any lien.</p> <p>The transfer of H Shares shall be registered with the Hong Kong share registrar designated by the Company.</p>	<p>SECTION 3 TRANSFER OF SHARES</p> <p>Article 25 <u>The Company's shares are transferable in accordance with the law.</u> Subject to the laws and regulations and relevant requirements of the securities regulatory authorities and stock exchange where the shares of the Company are listed, the shares of the Company may be transferred free of any lien.</p> <p>The transfer of H Shares shall be registered with the Hong Kong share registrar designated by the Company.</p>

No.	Original Articles	Revised Articles
27.	<p>Article 33 Shares held by promoters shall not be transferred within one year from the establishment of the Company.</p> <p>Directors, supervisors and the senior management of the Company shall declare to the Company their shareholdings in the Company and any changes in such shareholdings. During their terms of office, they may transfer no more than 25% of the total number of shares they hold in the Company each year. They shall not transfer the shares they hold within one year from the date of the listing of the Company on a stock exchange, nor within half a year after they have left their positions in the Company.</p> <p>Where the regulations of the securities regulatory authority in the place where the shares of the Company are listed have any other provisions in respect of the restrictions on transfers of overseas listed shares, such provisions shall prevail.</p>	<p>Article 27 Shares held by promoters shall not be transferred within one year from the establishment of the Company. <u>Shares already issued before the Company's IPO may not be transferred within one year from the date when the Company's shares are listed on a stock exchange.</u></p> <p>Directors, supervisors and the senior management of the Company shall declare to the Company their shareholdings in the Company and any changes in such shareholdings. During their terms of office, they may transfer no more than 25% of the total number of shares they hold in the Company each year. They shall not transfer the shares they hold within one year from the date of the listing of the Company on a stock exchange, nor within half a year after they have left their positions in the Company.</p> <p>Where the regulations of the securities regulatory authority in the place where the shares of the Company are listed have any other provisions in respect of the restrictions on transfers of overseas listed shares, such provisions shall prevail.</p>
28.	<p>Article 34 All paid-up H Shares are freely transferable pursuant to these articles of association. However, the board of directors may refuse to recognize any instrument of transfer without any explanation, unless such transfer complies with the following requirements:</p> <p>(I) all transfer documents and other documents relating to or affecting the title of any H Shares are required to be registered, with registration fees paid to the Company prescribed by the Hong Kong Listing Rules subject to a maximum prescribed by the Hong Kong Listing Rules from time to time;</p>	<p>Article 34 All paid-up H Shares are freely transferable pursuant to these articles of association. However, the board of directors may refuse to recognize any instrument of transfer without any explanation, unless such transfer complies with the following requirements:</p> <p>(I) all transfer documents and other documents relating to or affecting the title of any H Shares are required to be registered, with registration fees paid to the Company prescribed by the Hong Kong Listing Rules subject to a maximum prescribed by the Hong Kong Listing Rules from time to time;</p>

No.	Original Articles	Revised Articles
	<p>(II) the instrument of transfer involves only H Shares;</p> <p>(III) the stamp duty payable on the instrument of transfer has been duly paid;</p> <p>(IV) the relevant share certificate(s) and any other evidence reasonably required by the board of directors showing that the transferor has the right to transfer the shares shall be provided;</p> <p>(V) where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four;</p> <p>(VI) the shares are free of any lien of the Company.</p> <p>If the board of directors refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal within 2 months from the date of application for such transfer.</p>	<p>(II) the instrument of transfer involves only H Shares;</p> <p>(III) the stamp duty payable on the instrument of transfer has been duly paid;</p> <p>(IV) the relevant share certificate(s) and any other evidence reasonably required by the board of directors showing that the transferor has the right to transfer the shares shall be provided;</p> <p>(V) where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four;</p> <p>(VI) the shares are free of any lien of the Company.</p> <p>If the board of directors refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal within 2 months from the date of application for such transfer.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
29.	<p>Article 35 Transfer of overseas listed foreign shares listed in Hong Kong shall be executed with a written transfer instrument in a general or common form or any other form accepted by the board of directors (including the standard transfer instrument or transfer forms as prescribed by the Hong Kong Stock Exchange from time to time). The transfer instrument may only be signed by hand or affixed with the seal of a company (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house (“Recognized Clearing House”) or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.</p>	<p>Article 35 Transfer of overseas listed foreign shares listed in Hong Kong shall be executed with a written transfer instrument in a general or common form or any other form accepted by the board of directors (including the standard transfer instrument or transfer forms as prescribed by the Hong Kong Stock Exchange from time to time). The transfer instrument may only be signed by hand or affixed with the seal of a company (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house (“Recognized Clearing House”) or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
30.		<p data-bbox="842 283 1002 314"><i>(newly added)</i></p> <p data-bbox="842 346 1359 985"><u>Article 28 Directors, supervisors, senior management and shareholders holding more than 5% of the Company's shares shall surrender to the Company's board of directors any proceeds from sale of Company shares or other equity-related securities within six months of purchase or from repurchase of Company shares within six months of sale. However, this provision does not apply to securities firms that hold more than 5% of Company shares following acquisition of remaining shares after sales under an underwriting contract or other situations prescribed by the CSRC. Where the listing rules of the stock exchange where the Company's shares are listed have any other provisions in respect of the restrictions on the transfer of H shares, such provisions shall prevail.</u></p> <p data-bbox="842 1017 1359 1315"><u>The shares or other equity-related securities held by directors, supervisors, senior management and individual shareholders as referred to in the preceding paragraph shall include the shares or other equity-related securities held by their spouses, parents and children as well as those held under other individuals' accounts.</u></p> <p data-bbox="842 1347 1359 1517"><u>In the event that the board of directors fails to comply with the provisions of the first paragraph of this Article, shareholders may request the board of directors to rectify within 30 days.</u></p> <p data-bbox="842 1549 1359 1751"><u>Should the board of directors fails to rectify its noncompliance within the specified period, shareholders shall be entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.</u></p> <p data-bbox="842 1783 1359 1919"><u>Directors who fail to comply with the provisions of the first paragraph of this Article shall bear joint and several liability in accordance with the law.</u></p>

No.	Original Articles	Revised Articles
31.	<p>SECTION 4 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 36 The share certificates of the Company shall be in registered form. In addition to those required by the Company Law, the share certificates of the Company shall contain other information required by the stock exchange on which the shares of the Company are listed.</p> <p>The Company may issue foreign shares in the form of foreign depository receipts or other derivatives in accordance with the laws and practices of registration and deposit of securities in the place of its listing.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the designation of such shares must include the words “no voting rights”. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most privileged voting rights, must include the words “restricted voting rights” or “limited voting rights”.</p>	<p>SECTION 4 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 36 The share certificates of the Company shall be in registered form. In addition to those required by the Company Law, the share certificates of the Company shall contain other information required by the stock exchange on which the shares of the Company are listed.</p> <p>The Company may issue foreign shares in the form of foreign depository receipts or other derivatives in accordance with the laws and practices of registration and deposit of securities in the place of its listing. Where the share capital of the Company includes shares which do not carry voting rights, the designation of such shares must include the words “no voting rights”.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most privileged voting rights, must include the words “restricted voting rights” or “limited voting rights”.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
32.	<p>Article 37 When the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the listing documents relating to the securities listed on the Hong Kong Stock Exchange contain the following statements, and shall instruct and procure the share registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he/she submits such properly executed forms to the share registrars, which shall include the following statements:</p>	<p>Article 37 When the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the listing documents relating to the securities listed on the Hong Kong Stock Exchange contain the following statements, and shall instruct and procure the share registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he/she submits such properly executed forms to the share registrars, which shall include the following statements:</p>

No.	Original Articles	Revised Articles
	<p>(I) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, Special Regulations, the laws and regulations and these articles of association;</p> <p>(II) the share purchaser agrees with the Company and each shareholder, director, supervisor, general manager and senior management member of the Company, and the Company, acting for itself and for each director, supervisor, general manager and senior management member, agrees with each shareholder to refer all disputes and claims arising from these articles of association or any rights or obligations conferred or imposed by the Company Law or other laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitral award shall be final and conclusive;</p> <p>(III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;</p> <p>(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in these articles of association.</p>	<p>(I) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, Special Regulations, the laws and regulations and these articles of association;</p> <p>(II) the share purchaser agrees with the Company and each shareholder, director, supervisor, general manager and senior management member of the Company, and the Company, acting for itself and for each director, supervisor, general manager and senior management member, agrees with each shareholder to refer all disputes and claims arising from these articles of association or any rights or obligations conferred or imposed by the Company Law or other laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitral award shall be final and conclusive;</p> <p>(III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;</p> <p>(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
33.	<p>Article 38 The share certificates shall be signed by the legal representative of the Company. If the signatures of senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such senior management members. The share certificates shall become effective after the seal of the Company is affixed thereto or printed thereon. The affixing of the seal of the Company on the share certificates shall require the authorization of the board of directors. The signature of the legal representative or other senior management members on the share certificates may also be in printed form. If the shares of the Company are issued and traded in paperless form, the regulations of the securities regulatory authorities or stock exchange(s) of the place where the shares of the Company are listed shall apply.</p>	<p>Article 38 The share certificates shall be signed by the legal representative of the Company. If the signatures of senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such senior management members. The share certificates shall become effective after the seal of the Company is affixed thereto or printed thereon. The affixing of the seal of the Company on the share certificates shall require the authorization of the board of directors. The signature of the legal representative or other senior management members on the share certificates may also be in printed form. If the shares of the Company are issued and traded in paperless form, the regulations of the securities regulatory authorities or stock exchange(s) of the place where the shares of the Company are listed shall apply.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
34.	<p>Article 39 The Company shall maintain a register of shareholders to contain the following information and register the particulars of shareholders as required by the laws and regulations and the Hong Kong Listing Rules:</p> <p>(I) the name, address and occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the consideration paid or payable for the shares held by each shareholder;</p> <p>(IV) the share certificate numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder was registered as a shareholder;</p> <p>(VI) the date on which each shareholder ceased to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary.</p>	<p>Article 39 The Company shall maintain a register of shareholders to contain the following information and register the particulars of shareholders as required by the laws and regulations and the Hong Kong Listing Rules:</p> <p>(I) the name, address and occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the consideration paid or payable for the shares held by each shareholder;</p> <p>(IV) the share certificate numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder was registered as a shareholder;</p> <p>(VI) the date on which each shareholder ceased to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary.</p>

No.	Original Articles	Revised Articles
	<p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p> <p>(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(II) all joint shareholders shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p> <p>(III) if one of the joint shareholders is deceased or deregistered, only the surviving joint shareholders shall be deemed as the owners of the shares. However, the board of directors may demand the provision of such supporting documents as it considers appropriate to prove the death or deregistration of the relevant shareholder for the purpose of updating the register of shareholders;</p> <p>(IV) in respect of joint holders of any shares, only the joint shareholder ranking first in the register of shareholders has the right to receive share certificates, notices or other documents of the Company. Any notices delivered to such shareholder shall be deemed to have been delivered to all the joint holders. Any joint shareholders may sign a form of proxy. If more than one of the joint shareholders are present in person or by proxy, the vote made by the senior joint shareholders ranking senior in the register of shareholders, whether in person or by proxy, shall be accepted as the sole vote for all joint shareholders. In this regard, the seniority of shareholders shall be determined by the ranking of joint shareholders in the register of shareholders of the Company; and</p> <p>(V) a receipt issued by any joint shareholders in respect of any dividends, bonuses or capital returns payable to the joint shareholders shall be deemed to be an effective receipt issued by all joint shareholders to the Company.</p> <p>The Company shall promptly update the register of shareholders if there is any change in the information recorded therein.</p>	<p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p> <p>(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(II) all joint shareholders shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p> <p>(III) if one of the joint shareholders is deceased or deregistered, only the surviving joint shareholders shall be deemed as the owners of the shares. However, the board of directors may demand the provision of such supporting documents as it considers appropriate to prove the death or deregistration of the relevant shareholder for the purpose of updating the register of shareholders;</p> <p>(IV) in respect of joint holders of any shares, only the joint shareholder ranking first in the register of shareholders has the right to receive share certificates, notices or other documents of the Company. Any notices delivered to such shareholder shall be deemed to have been delivered to all the joint holders. Any joint shareholders may sign a form of proxy. If more than one of the joint shareholders are present in person or by proxy, the vote made by the senior joint shareholders ranking senior in the register of shareholders, whether in person or by proxy, shall be accepted as the sole vote for all joint shareholders. In this regard, the seniority of shareholders shall be determined by the ranking of joint shareholders in the register of shareholders of the Company; and</p> <p>(V) a receipt issued by any joint shareholders in respect of any dividends, bonuses or capital returns payable to the joint shareholders shall be deemed to be an effective receipt issued by all joint shareholders to the Company.</p> <p>The Company shall promptly update the register of shareholders if there is any change in the information recorded therein.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
35.	<p>Article 40 The Company may, according to an understanding or agreement with the securities regulatory authority under the State Council and overseas securities regulatory authorities, maintain the register of the holders of overseas listed foreign shares in a place outside China, and entrust its administration to an overseas agency. The original register of holders of the overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>The Company shall maintain a copy of the register of holders of the overseas listed foreign shares at the domicile of the Company. The entrusted overseas agent shall ensure that the original and duplicates of the register of holders of overseas listed foreign shares are consistent at all times. Where the original and duplicates of the register of holders of overseas listed foreign shares are not consistent, the original version shall prevail.</p>	<p>Article 40 The Company may, according to an understanding or agreement with the securities regulatory authority under the State Council and overseas securities regulatory authorities, maintain the register of the holders of overseas listed foreign shares in a place outside China, and entrust its administration to an overseas agency. The original register of holders of the overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>The Company shall maintain a copy of the register of holders of the overseas listed foreign shares at the domicile of the Company. The entrusted overseas agent shall ensure that the original and duplicates of the register of holders of overseas listed foreign shares are consistent at all times. Where the original and duplicates of the register of holders of overseas listed foreign shares are not consistent, the original version shall prevail.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
36.	<p>Article 41 The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include:</p> <p>(I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article);</p> <p>(II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed;</p> <p>(III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the Company.</p>	<p>Article 41 The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include:</p> <p>(I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article);</p> <p>(II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed;</p> <p>(III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
37.	<p>Article 42 Different branch registers of shareholders shall not register the same shares. No transfer of the shares registered in any branch register shall, during its registration, be registered in another branch register of shareholders.</p> <p>Alteration or rectification of any branch register of shareholders shall be made in accordance with the laws of the place where such part of the register of shareholders is maintained.</p>	<p>Article 42 Different branch registers of shareholders shall not register the same shares. No transfer of the shares registered in any branch register shall, during its registration, be registered in another branch register of shareholders.</p> <p>Alteration or rectification of any branch register of shareholders shall be made in accordance with the laws of the place where such part of the register of shareholders is maintained.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
38.	<p>Article 43 No transfer of shares will be registered within 30 days before a shareholders' general meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution.</p>	<p>Article 43 No transfer of shares will be registered within 30 days before a shareholders' general meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
39.	<p>Article 44 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other activities requiring the verification of shareholdings, the board of directors shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company.</p>	<p>Article 44 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other activities requiring the verification of shareholdings, the board of directors shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
40.	<p>Article 45 Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register may apply to a court of competent jurisdiction for rectification.</p>	<p>Article 45 Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register may apply to a court of competent jurisdiction for rectification.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
41.	<p>Article 46 Any person who is a registered shareholder or who requests to have his/her name entered into the register of shareholders in respect of shares in the Company and has lost his/her share certificate (the “Original Share Certificate”) may apply to the Company for the issue of new share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares has his/her share certificate lost and applies for a replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange or other regulations of the place where the original register of holders of overseas listed foreign shares is kept.</p> <p>Where an H shareholder has lost his/her share certificate and applies for a replacement, the issue of a replacement certificate shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in the prescribed form accompanied by a notary certificate or statutory declaration. The notary certificate or statutory declaration shall provide the reason of the application and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder of the Relevant Shares.</p> <p>(II) No claim has been received by the Company from a person other than the applicant to have his/her name registered as a holder of the Relevant Shares before the Company decides to issue the replacement share certificate.</p> <p>(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make announcements of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcements shall be made at least once in every 30 days in a period of 90 days.</p>	<p>Article 46 Any person who is a registered shareholder or who requests to have his/her name entered into the register of shareholders in respect of shares in the Company and has lost his/her share certificate (the “Original Share Certificate”) may apply to the Company for the issue of new share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares has his/her share certificate lost and applies for a replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange or other regulations of the place where the original register of holders of overseas listed foreign shares is kept.</p> <p>Where an H shareholder has lost his/her share certificate and applies for a replacement, the issue of a replacement certificate shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in the prescribed form accompanied by a notary certificate or statutory declaration. The notary certificate or statutory declaration shall provide the reason of the application and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder of the Relevant Shares.</p> <p>(II) No claim has been received by the Company from a person other than the applicant to have his/her name registered as a holder of the Relevant Shares before the Company decides to issue the replacement share certificate.</p> <p>(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make announcements of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcements shall be made at least once in every 30 days in a period of 90 days.</p>

No.	Original Articles	Revised Articles
	<p>(IV) The Company shall deliver to the stock exchange where the Company is listed a copy of the announcement regarding the intention to issue a replacement share certificate before its publication. The Company may publish the announcement upon the receipt of confirmation from such stock exchange that the announcement has been exhibited at the premises of such stock exchange. The announcement shall be exhibited at the premises of such stock exchange for a period of 90 days. If the registered holder of the Relevant Shares raises objection to the application for issue of replacement share certificate, the Company shall send by post to such registered shareholder a copy of the announcement.</p> <p>(V) If, upon expiration of the 90-day period referred to in sub-paragraph (III) and (IV) of this article, the Company has not received from any objection to such application, the Company may issue a replacement share certificate to the applicant.</p> <p>(VI) The Original Share Certificate shall be cancelled immediately upon the issue of a replacement and the cancellation and replacement of share certificates shall be recorded in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of the Original Share Certificate and the issue of a replacement share certificate shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee of payment is provided by the applicant.</p>	<p>(IV) The Company shall deliver to the stock exchange where the Company is listed a copy of the announcement regarding the intention to issue a replacement share certificate before its publication. The Company may publish the announcement upon the receipt of confirmation from such stock exchange that the announcement has been exhibited at the premises of such stock exchange. The announcement shall be exhibited at the premises of such stock exchange for a period of 90 days. If the registered holder of the Relevant Shares raises objection to the application for issue of replacement share certificate, the Company shall send by post to such registered shareholder a copy of the announcement.</p> <p>(V) If, upon expiration of the 90-day period referred to in sub-paragraph (III) and (IV) of this article, the Company has not received from any objection to such application, the Company may issue a replacement share certificate to the applicant.</p> <p>(VI) The Original Share Certificate shall be cancelled immediately upon the issue of a replacement and the cancellation and replacement of share certificates shall be recorded in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of the Original Share Certificate and the issue of a replacement share certificate shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee of payment is provided by the applicant.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
42.	<p>Article 47 After the issue of a replacement share certificate pursuant to these articles of association, the name of a bona fide purchaser who holds the new share certificate or a shareholder who is registered as the holder of such shares (as a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p>Article 47 After the issue of a replacement share certificate pursuant to these articles of association, the name of a bona fide purchaser who holds the new share certificate or a shareholder who is registered as the holder of such shares (as a bona fide purchaser) shall not be removed from the register of shareholders.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
43.	<p>Article 48 The Company shall not be liable for any damages suffered by any person from the cancellation of an Original Share Certificate or the issue of a replacement share certificate, unless the claimant can prove that the Company had acted fraudulently.</p> <p>No new warrant certificate shall be issued to replace any lost warrant certificates issued in bearer form unless the Company is satisfied beyond a reasonable doubt that the original certificate has been destroyed.</p>	<p>Article 48 The Company shall not be liable for any damages suffered by any person from the cancellation of an Original Share Certificate or the issue of a replacement share certificate, unless the claimant can prove that the Company had acted fraudulently.</p> <p>No new warrant certificate shall be issued to replace any lost warrant certificates issued in bearer form unless the Company is satisfied beyond a reasonable doubt that the original certificate has been destroyed.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
44.	<p>SECTION 5 FINANCIAL ASSISTANCE FOR THE PURCHASE OF SHARES OF THE COMPANY</p> <p>Article 49 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who acquires or intends to acquire shares of the Company. The buyer of shares of the Company includes a person who directly or indirectly assumes obligations due to the acquisition of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by aforesaid person.</p> <p>The provisions of this article shall not apply to the circumstances mentioned in article 51 of these articles of association.</p>	<p>SECTION 5 FINANCIAL ASSISTANCE FOR THE PURCHASE OF SHARES OF THE COMPANY</p> <p>Article 49 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who acquires or intends to acquire shares of the Company. The buyer of shares of the Company includes a person who directly or indirectly assumes obligations due to the acquisition of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by aforesaid person.</p> <p>The provisions of this article shall not apply to the circumstances mentioned in article 51 of these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
45.	<p>Article 50 The financial assistance mentioned in article 49 of these articles of association shall include (but not limited to) the following:</p> <p>(I) a gift;</p> <p>(II) a guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the default of the Company), release or waiver of any rights;</p> <p>(III) a provision of loan or any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or contract; and</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced by a material extent.</p> <p>Assumption of obligations shall include the assumption of obligations by the obligor by entering into a contract or making any arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is assumed by the obligor on his/her own or jointly with any other person) or by changing its financial position in any other way.</p>	<p>Article 50 The financial assistance mentioned in article 49 of these articles of association shall include (but not limited to) the following:</p> <p>(I) a gift;</p> <p>(II) a guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor); indemnity (other than an indemnity in respect of the default of the Company), release or waiver of any rights;</p> <p>(III) a provision of loan or any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or contract; and</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced by a material extent.</p> <p>Assumption of obligations shall include the assumption of obligations by the obligor by entering into a contract or making any arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is assumed by the obligor on his/her own or jointly with any other person) or by changing its financial position in any other way.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
46.	<p>Article 51 The following acts shall not be deemed as acts prohibited under article 49:</p> <p>(I) the provision of financial assistance by the Company is in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares in the Company, or the financial assistance is an incidental part of plan of the Company;</p> <p>(II) lawful distribution of the assets of the Company as dividends;</p> <p>(III) distribution of dividends in the form of shares;</p> <p>(IV) reduction of registered capital, repurchase of shares and adjustment of shareholding structure in accordance with these articles of association;</p> <p>(V) provision of a loan by the Company in the course of its ordinary business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company);</p> <p>(VI) the provision of money by the Company for contributions to employees' share scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>	<p>Article 51 The following acts shall not be deemed as acts prohibited under article 49:</p> <p>(I) the provision of financial assistance by the Company is in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares in the Company, or the financial assistance is an incidental part of plan of the Company;</p> <p>(II) lawful distribution of the assets of the Company as dividends;</p> <p>(III) distribution of dividends in the form of shares;</p> <p>(IV) reduction of registered capital, repurchase of shares and adjustment of shareholding structure in accordance with these articles of association;</p> <p>(V) provision of a loan by the Company in the course of its ordinary business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company);</p> <p>(VI) the provision of money by the Company for contributions to employees' share scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
47.	<p>CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS</p> <p>SECTION 1 SHAREHOLDERS</p> <p>Article 52 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. The shareholders shall enjoy the rights and assume the obligations according to the class and number of the shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. The quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of the class of shares shall be the holders of at least one-third of the issued shares of that class.</p>	<p>CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS</p> <p>SECTION 1 SHAREHOLDERS</p> <p>Article 29 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. <u>The Company shall maintain a register of shareholders and conduct shareholder registration against the evidence provided by the securities registration authority and in compliance with applicable laws, regulations, normative documents, and the Hong Kong Listing Rules. The register of shareholders serves as conclusive evidence of a shareholder's ownership of the Company shares.</u></p> <p><u>For shareholders holding foreign shares listed overseas and traded in Hong Kong, the original copy of the register of shareholders shall be kept in Hong Kong for shareholders' inspection.</u></p> <p>The shareholders shall enjoy the rights and assume the obligations according to the class and number of the shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. The quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of the class of shares shall be the holders of at least one-third of the issued shares of that class.</p>
48.		<p><i>(newly added)</i></p> <p><u>Article 30 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other actions that necessitate the verification of shareholders, the board of directors or the convener of the shareholders' general meeting shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company entitled to relevant right and interests.</u></p>
49.	<p>Article 53 Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interest in proportion to their respective shareholdings;</p>	<p>Article 31 The Company's shareholders Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interest in proportion to their respective shareholdings;</p>

No.	Original Articles	Revised Articles
	<p>(II) to attend shareholders' general meetings in person or by proxy, and to speak and exercise voting rights at shareholders' general meetings in proportion to their respective shareholdings;</p> <p>(III) to supervise the business operations of the Company and to make recommendations and interrogations;</p> <p>(IV) to transfer or pledge the shares they hold according to the laws, regulations and these articles of association;</p> <p>(V) to obtain relevant information in accordance with these articles of association, including:</p> <p>1. a set of these articles of association upon payment of a fee;</p> <p>2. the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:</p> <p>(1) all registers of shareholders;</p> <p>(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time jobs and titles;</p> <p>(e) identity documents and numbers.</p> <p>(3) share capital of the Company;</p> <p>(4) reports showing the nominal value, number, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last fiscal year, and the aggregate amount paid by the Company for such shares;</p>	<p>(II) to request, convene, preside over and attend shareholders' general meetings in person or by proxy, and to speak and exercise their respective voting rights at shareholders' general meetings in proportion to their respective shareholdings;</p> <p>(III) to supervise the business operations of the Company and to make recommendations and interrogations;</p> <p>(IV) to transfer, donate or pledge the shares they hold according to the laws, regulations and these articles of association;</p> <p>(V) to inspect these Articles of Association, register of shareholders, bond certificates, minutes of shareholders' general meetings, resolutions of the board of directors and supervisory board meetings, and financial accounting reports of the Company;</p> <p>(V) to obtain relevant information in accordance with these articles of association, including:</p> <p>1. a set of these articles of association upon payment of a fee;</p> <p>2. the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:</p> <p>(1) all registers of shareholders;</p> <p>(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time jobs and titles;</p> <p>(e) identity documents and numbers.</p> <p>(3) share capital of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(5) the minutes of shareholders' general meetings (for inspection by shareholders only) and special resolutions of shareholders' general meetings;</p> <p>(6) the latest audited financial statements and the directors', auditors' and supervisors' reports of the Company;</p> <p>(7) the copy of the latest annual return submitted to the State Administration for Market Regulation or other competent authorities in China;</p> <p>(8) counterfoils of corporate bonds, resolutions of the meetings of the board of directors and the Supervisory Committee, the financial and accounting reports of the Company;</p> <p>The Company shall maintain the documents set out in sub-paragraph (1) to (7) above except sub-paragraph (2) at the address of the Company in Hong Kong for free inspection by the public and its shareholders in accordance with the Hong Kong Listing Rules.</p> <p>(VI) to request the Company to acquire his/her shares if he/she objects to a resolution of a shareholders' general meeting on a merger or division of the Company;</p> <p>(VII) to participate in the distribution of the remaining assets of the Company in proportion to their shareholdings upon termination or liquidation of the Company;</p> <p>(VIII) any other rights prescribed by the laws, regulations, rules of the securities regulatory authorities and the stock exchange where the securities of the Company are listed and as stipulated under these articles of association.</p>	<p>(4) reports showing the nominal value, number, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last fiscal year, and the aggregate amount paid by the Company for such shares;</p> <p>(5) the minutes of shareholders' general meetings (for inspection by shareholders only) and special resolutions of shareholders' general meetings;</p> <p>(6) the latest audited financial statements and the directors', auditors' and supervisors' reports of the Company;</p> <p>(7) the copy of the latest annual return submitted to the State Administration for Market Regulation or other competent authorities in China;</p> <p>(8) counterfoils of corporate bonds, resolutions of the meetings of the board of directors and the Supervisory Committee, the financial and accounting reports of the Company;</p> <p>The Company shall maintain the documents set out in sub-paragraph (1) to (7) above except sub-paragraph (2) at the address of the Company in Hong Kong for free inspection by the public and its shareholders in accordance with the Hong Kong Listing Rules.</p> <p>(VI) to request the Company to acquire his/her shares if he/she objects to a resolution of a shareholders' general meeting on a merger or division of the Company;</p> <p>(VII) to participate in the distribution of the remaining assets of the Company in proportion to their shareholdings upon termination or liquidation of the Company;</p>

No.	Original Articles	Revised Articles
	<p>The Company shall not freeze or otherwise impair any of the rights attached to any shares only by reason that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p> <p>Rights of the shareholders of the Company who are legal persons shall be exercised by their legal representatives or agents on their behalf.</p>	<p>(VIII) to access the Hong Kong register of shareholders for the Company, provided, however, that the Company may temporarily suspend shareholder registration procedures in accordance with the equivalent provisions of Section 632 of the Companies Ordinance (Cap. 622);</p> <p>(IX) any other rights prescribed by the laws, regulations, rules of the securities regulatory authorities and the stock exchange where the securities of the Company are listed and as stipulated under these articles of association.</p> <p>The Company shall not freeze or otherwise impair any of the rights attached to any shares only by reason that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p> <p>Rights of the shareholders of the Company who are legal persons shall be exercised by their legal representatives or agents on their behalf.</p>
50.		<p><i>(newly added)</i></p> <p><u>Article 33 If any resolution of a shareholders' general meeting or board meeting is in violation of the laws or administrative regulations, the shareholders shall be entitled to request the people's court to invalidate such resolution.</u></p> <p><u>If the convening procedure or voting method of a shareholders' general meeting or board meeting is in violation of the laws, administrative regulations or these Articles of Association, or if a resolution is in violation of these Articles of Association, the shareholders shall be entitled to request the people's court for revocation within 60 days after the resolution is made.</u></p>

No.	Original Articles	Revised Articles
51.		<p data-bbox="842 283 1002 314"><i>(newly added)</i></p> <p data-bbox="842 346 1359 942"><u>Article 34 If any director or senior management violates laws, administrative regulations or these Articles of Association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people's court. If the supervisory committee violates laws, administrative regulations or these Articles of Association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people's court.</u></p> <p data-bbox="842 974 1359 1378"><u>If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.</u></p> <p data-bbox="842 1410 1359 1655"><u>If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.</u></p>
52.		<p data-bbox="842 1666 1002 1698"><i>(newly added)</i></p> <p data-bbox="842 1730 1359 1915"><u>Article 35 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal proceedings in the people's court.</u></p>

No.	Original Articles	Revised Articles
53.	<p>Article 55 Holders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to comply with the laws, regulations and these articles of association;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) to be liable to the Company according to the shares being held;</p> <p>(IV) not to withdraw capital contribution, unless in the circumstances stipulated by the laws and regulations;</p> <p>(V) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders;</p> <p>(VI) any other obligations prescribed by the laws, regulations and these articles of association.</p> <p>Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the laws and regulations.</p> <p>If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.</p>	<p>Article 36 Holders of ordinary shares of The Company's shareholders shall have the following obligations:</p> <p>(I) to comply with the laws, administrative regulations and these Articles of Association;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) to be liable to the Company according to the shares being held;</p> <p>(III) not to withdraw capital contribution, unless in the circumstances stipulated by the laws and regulations;</p> <p>(IV) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders;</p> <p>(V) any other obligations prescribed by the laws, regulations and these articles of association.</p> <p>Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the laws and regulations.</p> <p>If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.</p>

No.	Original Articles	Revised Articles
54.		<p><i>(newly added)</i></p> <p><u>Article 37 Shareholders holding more than 5% of the Company’s voting shares, who pledge the shares they held in the Company, shall notify the Company in writing on the date of such pledge.</u></p>
55.	<p>Article 57 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:</p> <p>(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;</p> <p>(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;</p> <p>(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders’ general meeting in accordance with these articles of association.</p>	<p>Article 57 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:</p> <p>(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;</p> <p>(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;</p> <p>(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders’ general meeting in accordance with these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
56.	<p>Article 58 The “controlling shareholder” referred to in the preceding article means a person who satisfies one of the following conditions:</p> <p>(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;</p>	<p>Article 58 The “controlling shareholder” referred to in the preceding article means a person who satisfies one of the following conditions:</p> <p>(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;</p>

No.	Original Articles	Revised Articles
	<p>(II) he/she alone, or acting in concert with others, has the power to exercise 30% or more (or such other percentage as may from time to time be specified in applicable PRC laws as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or to control the exercise of 30% or more of the voting rights of the Company;</p> <p>(III) he/she alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(IV) he/she alone, or acting in concert with others, in any other manner has de facto control of the Company.</p> <p>The “acting in concert” referred to in the preceding article means action taken by two or more persons pursuant to an agreement (oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company;</p>	<p>(II) he/she alone, or acting in concert with others, has the power to exercise 30% or more (or such other percentage as may from time to time be specified in applicable PRC laws as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or to control the exercise of 30% or more of the voting rights of the Company;</p> <p>(III) he/she alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(IV) he/she alone, or acting in concert with others, in any other manner has de facto control of the Company.</p> <p>The “acting in concert” referred to in the preceding article means action taken by two or more persons pursuant to an agreement (oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company;</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
57.	<p>Article 59 If any resolution of a shareholders’ general meeting or board meeting is in violation of the laws or regulations, the shareholders shall be entitled to request the people’s court to invalidate such resolution.</p> <p>If the convening procedure or voting method of a shareholders’ general meeting or board meeting is in violation of the laws, regulations or these articles of association, or if a resolution is in violation of these articles of association, the shareholders shall be entitled to request the people’s court for revocation within 60 days after the resolution is made.</p>	<p>Article 59 If any resolution of a shareholders’ general meeting or board meeting is in violation of the laws or regulations, the shareholders shall be entitled to request the people’s court to invalidate such resolution.</p> <p>If the convening procedure or voting method of a shareholders’ general meeting or board meeting is in violation of the laws, regulations or these articles of association, or if a resolution is in violation of these articles of association, the shareholders shall be entitled to request the people’s court for revocation within 60 days after the resolution is made.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
58.	<p>Article 60 If any director or senior management violates laws, regulations or these articles of association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people's court. If the supervisory committee violates laws, regulations or these articles of association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people's court.</p> <p>If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.</p> <p>If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.</p>	<p>Article 60 If any director or senior management violates laws, regulations or these articles of association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people's court. If the supervisory committee violates laws, regulations or these articles of association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people's court.</p> <p>If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.</p> <p>If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
59.	<p>Article 61 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal proceedings in the people's court.</p>	<p>Article 61 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal proceedings in the people's court.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
60.	<p>SECTION 2 GENERAL PROVISIONS OF SHAREHOLDERS' GENERAL MEETINGS</p> <p>Article 62 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II) to elect or replace directors who are not representatives of the employees and to decide on matters relating to the remuneration of directors;</p> <p>(III) to elect or replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;</p> <p>(IV) to consider and approve reports of the board of directors;</p> <p>(V) to consider and approve reports of the supervisory committee;</p> <p>(VI) to consider and approve the annual financial budgets and final accounts of the Company;</p> <p>(VII) to consider and approve the profit distribution plans and plans for making up losses of the Company;</p> <p>(VIII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;</p> <p>(IX) to pass resolutions on the issuance of bonds or other securities and public listing plans of the Company;</p> <p>(X) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;</p>	<p>SECTION 2 GENERAL PROVISIONS OF SHAREHOLDERS' GENERAL MEETINGS</p> <p>Article 39 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:</p> <p>(I) to decide on the business policies and investment plans of the Company;</p> <p>(II) to elect or replace directors and supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of directors and supervisors;</p> <p>(III) to elect or replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;</p> <p>(III) to consider and approve reports of the board of directors;</p> <p>(IV) to consider and approve reports of the supervisory committee;</p> <p>(V) to consider and approve the annual financial budgets and final accounts of the Company;</p> <p>(VI) to consider and approve the profit distribution plans and plans for making up losses of the Company;</p> <p>(VII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;</p> <p>(VIII) to pass resolutions on the issuance of bonds or other securities and public listing plans of by the Company;</p> <p>(IX) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(XI) to amend these articles of association;</p> <p>(XII) to resolve on the engagement, dismissal or non-renewal of the engagement of an accounting firm as the auditor of the Company;</p> <p>(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;</p> <p>(XIV) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;</p> <p>(XV) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;</p> <p>(XVI) to consider the equity incentive plan;</p> <p>(XVII) to consider and approve connected transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;</p> <p>(XVIII) other matters required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;</p>	<p>(X) to amend these articles of association;</p> <p>(XI) to resolve on the engagement and dismissal or non-renewal of the engagement of the accounting firm as the auditor of the Company;</p> <p>(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;</p> <p>(XII) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;</p> <p>(XIII) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;</p> <p>(XIV) to deliberate equity incentive plans and employee stock ownership plans;</p> <p>(XV) to consider and approve connected transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;</p> <p>(XVI) other matters required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;</p>
61.	<p>Article 63 The provision of guarantee by the Company for third parties as set forth below, shall be subject to the consideration and approval of the shareholders' general meeting:</p> <p>(I) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets;</p>	<p>Article 40 The provision of guarantee by the Company for third parties as set forth below, shall be subject to the consideration and approval of the shareholders' general meeting:</p> <p>(I) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets;</p>

No.	Original Articles	Revised Articles
	<p>(II) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p>(III) any guarantee to be provided to a recipient with a gearing ratio of more than 70%;</p> <p>(IV) any single guarantee exceeding 10% of the latest audited net assets;</p> <p>(V) any guarantee to be provided for shareholders, de facto controllers and their connected parties;</p> <p>(VI) other guarantees required by laws, regulations, regulatory rules of the place where the shares of the Company are listed or these articles of association.</p> <p>The above-mentioned guarantee to third parties that should be approved by a shareholders' general meeting must be reviewed and approved by the board of directors before being submitted to the shareholders' general meeting for approval.</p> <p>The board of directors shall review and approve guarantee to third parties not being required to be approved by a shareholders' general meeting.</p> <p>When considering the resolution of providing guarantee for shareholders, de facto controllers and their connected parties at the shareholders' general meeting, such shareholders or shareholders who are controlled by the de facto controllers shall abstain from voting on such resolution. The resolution shall be approved by more than half of the voting rights held by other shareholders present at the shareholders' general meeting.</p>	<p>(II) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p><u>(III) the provision of security by the Company within one year with the amount(s) exceeding 30% of the latest audited total assets of the Company;</u></p> <p>(IV) any guarantee to be provided to a recipient with a gearing ratio of more than 70%;</p> <p>(V) any single guarantee exceeding 10% of the latest audited net assets;</p> <p>(VI) any guarantee to be provided for shareholders, de facto controllers and their connected parties;</p> <p>(VII) other guarantees required by laws, regulations, regulatory rules of the place where the shares of the Company are listed or these articles of association.</p> <p>The above-mentioned guarantee to third parties that should be approved by a shareholders' general meeting must be reviewed and approved by the board of directors before being submitted to the shareholders' general meeting for approval.</p> <p>The board of directors shall review and approve guarantee to third parties not being required to be approved by a shareholders' general meeting.</p> <p>When considering the resolution of providing guarantee for shareholders, de facto controllers and their connected parties at the shareholders' general meeting, such shareholders or shareholders who are controlled by the de facto controllers shall abstain from voting on such resolution. The resolution shall be approved by more than half of the voting rights held by other shareholders present at the shareholders' general meeting.</p>

No.	Original Articles	Revised Articles
62.	Article 64 Without the prior approval of a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, a supervisor , the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.	Article 41 Except in cases where the Company is in a crisis or under special circumstances , without the prior approval by way of special resolution at a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, supervisor , the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.
63.	<p>Article 66 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than five, being the minimum statutory number provided for in the Company Law, or less than two-thirds of the number prescribed in these articles of association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;</p> <p>(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least 10% of the shares of the Company;</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the supervisory committee proposes to hold such meeting;</p> <p>(VI) any other circumstance as specified in laws, regulations or these Articles of Association.</p> <p>The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.</p>	<p>Article 43 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than five, being the minimum statutory number provided for in the Company Law, or less than two-thirds of the number prescribed in these articles of association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;</p> <p>(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least more than 10% of the shares of the Company;</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the supervisory committee proposes to hold such meeting;</p> <p>(VI) any other circumstance as specified in laws, regulations or these Articles of Association.</p> <p>The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.</p>
64.	Article 67 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.	Article 44 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.

No.	Original Articles	Revised Articles
	<p>A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.</p> <p>If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting to speak and ask questions during the meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.</p> <p>Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall serve a notice on the shareholders stating the reasons at least two working days prior to the date of the on-site meeting.</p>	<p>A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.</p> <p>If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting to speak and ask questions during the meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.</p> <p>Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall serve a notice on the shareholders make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.</p>

No.	Original Articles	Revised Articles
65.	<p>Article 69 Independent non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, regulations and these articles of association, give a written reply on whether or not it agrees to convene such extraordinary general meeting within ten days after receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the board of directors. If the board of directors does not agree to convene such meeting, an explanation shall be made.</p>	<p>Article 46 Independent non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, regulations and these articles of association, give a written reply on whether or not it agrees to convene such extraordinary general meeting within ten days after receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the board of directors. If the board of directors does not agree to convene such meeting, an explanation announcement shall be made stating the reasons.</p>
66.	<p>Article 73 When the supervisory committee or shareholders convene(s) a general meeting on its/their own, the board of directors and the secretary to the board of directors shall offer their support.</p>	<p>Article 50 When the supervisory committee or shareholders convene(s) a general meeting on its/their own, the board of directors and the secretary to the board of directors shall offer their support. The board of directors shall furnish the register of shareholders as of the record date.</p>
67.	<p>Article 76 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.</p> <p>Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.</p> <p>Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 75 shall not be voted on or resolved at the shareholders' general meeting.</p>	<p>Article 53 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.</p> <p>Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.</p> <p>Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 52 article 75 shall not be voted on or resolved at the shareholders' general meeting.</p>

No.	Original Articles	Revised Articles
68.	<p>Article 77 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 20 working days prior to the convening of the annual general meeting and at least 15 days (not less than 10 working days) prior to the convening of the extraordinary general meeting.</p> <p>The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations.</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:</p> <p>(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p> <p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of "20 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>	<p>Article 54 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 21 days prior to the convening of the annual general meeting and at least 15 days prior to the convening of the extraordinary general meeting.</p> <p>Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these Articles of Association, the notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. <u>Alternatively, the notice of shareholders' general meeting can be published on the website of the Company or the websites designated by the Hong Kong Stock Exchange in accordance with the applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. If, subject to the Company's Articles of Association, a notice shall be issued to holders of overseas listed foreign shares, the said notice shall also be published in such manner as stipulated by the Hong Kong Listing Rules.</u> As for holders of domestic shares, the notice of a shareholders' general meeting may also be disseminated through public announcement as stipulated by applicable laws and regulations.</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 21 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:</p> <p>(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p>

No.	Original Articles	Revised Articles
		<p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p> <p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of “21 days” and “15 days” shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>
69.	<p>Article 78 The notice of a shareholders’ general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state the matters and proposals to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders’ general meeting;</p> <p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p>	<p>Article 83 The notice of a shareholders’ general meeting shall:</p> <p><u>(I) specify the time, venue and duration of the meeting;</u></p> <p><u>(II) state the matters and proposals to be deliberated at the meeting;</u></p> <p><u>(III) contain a statement explicitly stating that all holders of ordinary shares (including preferred shareholders with restored voting rights) are entitled to attend the shareholders’ general meeting in person or by proxy and to vote on their behalf and that such proxies need not be a shareholder;</u></p> <p><u>(IV) specify the record date for shareholders entitled to attend the shareholders’ general meeting;</u></p> <p><u>(V) specify the name and telephone number of the contact person of the meeting;</u></p> <p><u>(VI) specify the time and procedures for voting via the Internet or by other means;</u></p>

No.	Original Articles	Revised Articles
	<p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;</p> <p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting;</p> <p>(XI) other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these articles of association.</p>	<p>(VII) contain other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these Articles of Association.</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state the matters and proposals to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p> <p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p>

No.	Original Articles	Revised Articles
	<p>Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>Where a shareholders' general meeting is held through other means, the notice of the shareholders' general meeting shall specify the time and procedures for voting.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p>(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;</p> <p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting;</p> <p>(XI) other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these articles of association.</p> <p>Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals. Where the opinions of an independent non- executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>Where a shareholders' general meeting is held through other means, the notice of the shareholders' general meeting shall specify the time and procedures for voting.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p>

No.	Original Articles	Revised Articles
70.	<p>Article 79 If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p>	<p>Article 79 If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
71.	<p>Article 80 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether they are subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges;</p> <p>(V) information of the directors or supervisors newly appointed, re-elected or re-designated required to be disclosed under the Hong Kong Listing Rules.</p> <p>Election of each candidate for director or supervisor shall be conducted by separate resolution.</p>	<p>Article 56 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether they are subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges;</p> <p>(V) information of the directors or supervisors newly appointed, re-elected or re-designated required to be disclosed under the Hong Kong Listing Rules.</p> <p><u>Except for the election of directors and supervisors through cumulative voting,</u> election of each candidate for director or supervisor shall be conducted by separate resolution.</p>

No.	Original Articles	Revised Articles
72.	<p>Article 83 All shareholders of the Company or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with the applicable laws, regulations and these articles of association.</p> <p>Any shareholder may attend the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf, and the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Article 59 <u>All holders of the Company's ordinary shares (including preferred shareholders with restored voting rights)</u> whose names appear in the register of shareholders as of the record of or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with the applicable laws, regulations and these articles of association.</p> <p>Any shareholder may attend the shareholders' general meeting in person or appoint one or <u>more persons (whether or not such persons are shareholders) as his/her proxies</u> to attend, speak and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>
73.	<p>Article 86 The proxy form issued by a shareholder to appoint a proxy to attend any shareholders' general meeting shall contain the following:</p> <p>(I) name of the proxy;</p> <p>(II) the number of shares of the principal represented by the proxy;</p> <p>(III) whether the proxy has voting rights;</p> <p>(IV) indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of the general meeting;</p> <p>(V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;</p>	<p>Article 62 The proxy form issued by a shareholder to appoint a proxy to attend any shareholders' general meeting shall contain the following:</p> <p>(I) name of the proxy;</p> <p>(II) the number of shares of the principal represented by the proxy;</p> <p>(III) whether the proxy has voting rights;</p> <p>(IV) indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of the general meeting;</p> <p>(V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;</p>

No.	Original Articles	Revised Articles
	<p>(VI) the date of signing of the instrument and term of validity;</p> <p>(VII) if more than one proxy is so appointed, the instrument of appointment shall specify the number of shares represented by each proxy so appointed;</p> <p>(VIII) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed, or submitted through the designated electronic address or other electronic means.</p> <p>Any proxy forms issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.</p>	<p>(VI) the date of signing of the instrument and term of validity;</p> <p>(VII) if more than one proxy is so appointed, the instrument of appointment shall specify the number of shares represented by each proxy so appointed;</p> <p>(VIII) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed, or submitted through the designated electronic address or other electronic means or submitted through the designated electronic address or other electronic means.</p> <p>Any proxy forms issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.</p>
74.		<p><i>(newly added)</i></p> <p><u>Article 63 The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.</u></p>

No.	Original Articles	Revised Articles
75.	<p>Article 87 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the shareholders' general meetings of the Company as the representative of such legal person.</p> <p>Where the entrusting party is deceased or incapacitated to act or whose appointment or signed proxy form is withdrawn or the relevant shares have been transferred prior to the voting, a vote given by a proxy in accordance with the terms of the proxy form shall remain valid as long as the Company has not received a written notice of such matters before the commencement of the relevant meeting.</p>	<p>Article 64 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the shareholders' general meetings of the Company as the representative of such legal person.</p> <p>Where the entrusting party is deceased or incapacitated to act or whose appointment or signed proxy form is withdrawn or the relevant shares have been transferred prior to the voting, a vote given by a proxy in accordance with the terms of the proxy form shall remain valid as long as the Company has not received a written notice of such matters before the commencement of the relevant meeting.</p>

No.	Original Articles	Revised Articles
76.		<p data-bbox="842 283 1002 314"><i>(newly added)</i></p> <p data-bbox="842 363 1359 634"><u>Article 67 When the shareholders' general meeting is convened, all members of the board of directors, supervisors, and the board secretary shall attend the meeting, while the general manager and other senior officers shall attend the meeting but without voting rights.</u></p>
77.	<p data-bbox="304 644 820 751">SECTION 6 VOTING AND RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETINGS</p> <p data-bbox="304 804 820 910">Article 98 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p data-bbox="304 963 820 1112">Ordinary resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights.</p> <p data-bbox="304 1166 820 1315">Special resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.</p>	<p data-bbox="842 644 1359 751">SECTION 6 VOTING AND RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETINGS</p> <p data-bbox="842 804 1359 910">Article 76 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p data-bbox="842 963 1359 1112">Ordinary resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights.</p> <p data-bbox="842 1166 1359 1315">Special resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.</p>

No.	Original Articles	Revised Articles
78.	<p>Article 99 Resolutions of the shareholders' general meeting</p> <p>(I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association:</p> <p>(1) the work reports of the board of directors and the supervisory committee;</p> <p>(2) the profit distribution plans and plans for making up losses drafted by the board of directors;</p> <p>(3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration;</p> <p>(4) the annual budgets and final accounts, balance sheets, profit statements and other financial statements of the Company;</p> <p>(5) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution.</p> <p>(II) The following matters shall be adopted by special resolution at the shareholders' general meeting:</p> <p>(1) the increase or reduction of the registered capital and issuance of any class of shares, warrants and other similar securities by the Company;</p> <p>(2) the amendment of these articles of association of the Company;</p> <p>(3) the issuance of corporate bonds and the listing of securities of the Company;</p> <p>(4) the merger, division, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;</p>	<p>Article 77 Resolutions of the shareholders' general meeting</p> <p>(I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association:</p> <p>(1) the work reports of the board of directors and the supervisory committee;</p> <p>(2) the profit distribution plans and plans for making up losses drafted by the board of directors;</p> <p>(3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration;</p> <p>(4) <u>the annual budgets and final accounts, balance sheets, profit statements and other financial statements as well as annual reports of the Company;</u></p> <p>(5) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution.</p> <p>(II) The following matters shall be adopted by special resolution at the shareholders' general meeting:</p> <p>(1) the increase or reduction of the registered capital and issuance of any class of shares, warrants and other similar securities by the Company;</p> <p>(2) the amendment of these articles of association of the Company;</p> <p>(3) the issuance of corporate bonds and the listing of securities of the Company;</p> <p>(4) the merger, split-up, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(5) the purchase or sale of material asset(s) or the provision of security by the Company within one year with the amount(s) exceeding 30% of the total assets of the Company, except those needed for the daily operation of the Company or the provision of security for the Company;</p> <p>(6) equity incentive plans of the Company;</p> <p>(7) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.</p> <p>When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p>	<p>(5) the purchase or sale of material asset(s) or the provision of security by the Company within one year with the amount(s) exceeding 30% of the latest audited total assets of the Company, except those needed for the daily operation of the Company or the provision of security for the Company;</p> <p>(6) equity incentive plans of the Company;</p> <p>(7) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.</p> <p>When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p>
79.	<p>Article 101 The Company shall ensure the convenience for shareholders to attend shareholders' general meetings by whatever means, provided that the shareholders' general meetings are held legally and validly.</p>	<p>Article 101 The Company shall ensure the convenience for shareholders to attend shareholders' general meetings by whatever means, provided that the shareholders' general meetings are held legally and validly.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
80.	<p>Article 102 Lists of nominations for the candidates for directors or supervisors shall be put forward by way of proposal at the shareholders’ general meetings for voting.</p> <p>The method and procedure for nominating candidates for directors and supervisors are as follows:</p> <p>(I) The incumbent board of directors, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates (excluding independent non-executive directors) for the next session of the board of directors or for filling the casual vacancies of the board of directors without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for directors shall be proposed by the board of directors to a shareholders’ general meeting for voting.</p> <p>(II) The incumbent supervisory committee, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates who are not employee representatives for the next session of the supervisory committee or for filling the casual vacancies of the supervisory committee without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent supervisory committee. The qualified candidates for supervisors shall be proposed to a shareholders’ general meeting by the supervisory committee for voting. Supervisors who are employee representatives shall be elected through an employee representative meeting and become a member of the supervisory committee directly.</p>	<p>Article 79 Lists of nominations for the candidates for directors or supervisors shall be put forward by way of proposal at the shareholders’ general meetings for voting.</p> <p>The method and procedure for nominating candidates for directors and supervisors are as follows:</p> <p>(I) The incumbent board of directors, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates (excluding independent non-executive directors) for the next session of the board of directors or for filling the casual vacancies of the board of directors without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for directors shall be proposed by the board of directors to a shareholders’ general meeting for voting.</p> <p>(II) The incumbent supervisory committee, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates who are not employee representatives for the next session of the supervisory committee or for filling the casual vacancies of the supervisory committee without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent supervisory committee. The qualified candidates for supervisors shall be proposed to a shareholders’ general meeting by the supervisory committee for voting. Supervisors who are employee representatives shall be elected through an employee representative meeting and become a member of the supervisory committee directly.</p>

No.	Original Articles	Revised Articles
	<p>(III) The incumbent board of directors, supervisory committee, shareholders individually or in aggregate continuously holding 1% or more of the shares of the Company, may nominate candidates for independent non-executive directors to the shareholders' general meeting. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for independent non-executive directors shall be proposed by the board of directors to a shareholders' general meeting for voting.</p> <p>(IV) The above-mentioned proposals submitted by the board of directors, the supervisory committee and shareholders with the right to nominate to the convener of the shareholders' general meeting shall include relevant information such as the identity certificates, resumes and basic particulars of the candidates for directors and supervisors. The board of directors shall disclose the details of the candidates for directors and supervisors before the convening of the shareholders' general meeting.</p> <p>(V) The Company shall set aside a period of time before the convening of the meeting in respect of the nomination of candidates for directors by shareholders. Within this period, shareholders may issue a written notice to the Company in respect of the nomination a candidate for director, and such candidate may issue a written notice regarding the indication of his/her intention to accept the nomination to the Company. The aforementioned period shall be at least seven days commencing on, and no earlier than, the day following the dispatch of the notice of the convening of such meeting until no later than seven days prior to the date of such meeting.</p>	<p>(III) The incumbent board of directors, supervisory committee, shareholders individually or in aggregate continuously holding 1% or more of the shares of the Company, may nominate candidates for independent non-executive directors to the shareholders' general meeting. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for independent non-executive directors shall be proposed by the board of directors to a shareholders' general meeting for voting.</p> <p>(IV) The above-mentioned proposals submitted by the board of directors, the supervisory committee and shareholders with the right to nominate to the convener of the shareholders' general meeting shall include relevant information such as the identity certificates, resumes and basic particulars of the candidates for directors and supervisors. The board of directors shall disclose the details of the candidates for directors and supervisors before the convening of the shareholders' general meeting.</p> <p>(V) The Company shall set aside a period of time before the convening of the meeting in respect of the nomination of candidates for directors by shareholders. Within this period, shareholders may issue a written notice to the Company in respect of the nomination a candidate for director, and such candidate may issue a written notice regarding the indication of his/her intention to accept the nomination to the Company. The aforementioned period shall be at least seven days commencing on, and no earlier than, the day following the dispatch of the notice of the convening of such meeting until no later than seven days prior to the date of such meeting.</p>

No.	Original Articles	Revised Articles
81.	Article 105 The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.	Article 82 <u>The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot.</u> However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.
82.	Article 106 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.	Article 106 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting. To be deleted, with article numbers to be adjusted accordingly
83.	Article 107 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.	Article 107 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way. To be deleted, with article numbers to be adjusted accordingly
84.	Article 108 Where the number of votes for and against are equal, the chairman of the meeting shall be entitled to cast one additional vote, irrespective of voting by show of hands or by poll.	Article 108 Where the number of votes for and against are equal, the chairman of the meeting shall be entitled to cast one additional vote, irrespective of voting by show of hands or by poll. To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
85.	<p>Article 110 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers and major shareholders, involved in the voting in person or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>	<p>Article 84 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers and major shareholders, involved in the voting in person or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>
86.	<p>Article 112 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. If a vote recount is conducted at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.</p>	<p>Article 86 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. If a vote recount is conducted at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.</p>
87.		<p><i>(newly added)</i></p> <p><u>Article 90 Where the shareholders' general meeting passes a proposal regarding cash dividends, bonus shares or capitalization of capital reserve, the Company shall implement specific plans within two months following the conclusion of the meeting.</u></p>

No.	Original Articles	Revised Articles
88.	<p>SECTION 7 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p> <p>Article 116 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, regulations and these articles of association.</p> <p>The Company shall, where appropriate, ensure that holders of preferential shares will be entitled to sufficient voting rights.</p>	<p>SECTION 7 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p> <p>Article 116 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, regulations and these articles of association.</p> <p>The Company shall, where appropriate, ensure that holders of preferential shares will be entitled to sufficient voting rights.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
89.	<p>Article 117 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the approval by a special resolution at a shareholders' general meeting and approval by the affected classes of shareholders at separate meetings convened in accordance with articles 119 to 124 of these articles of association. Where the holder of domestic shares of the Company transfers all or part of the shares held by him/her to an overseas investor and list them on the overseas stock exchange for trading, or converts all or part of his/her domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchange for trading, it shall not be considered as a proposed change or abolishment of the rights of class shareholders by the Company.</p>	<p>Article 117 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the approval by a special resolution at a shareholders' general meeting and approval by the affected classes of shareholders at separate meetings convened in accordance with articles 119 to 124 of these articles of association. Where the holder of domestic shares of the Company transfers all or part of the shares held by him/her to an overseas investor and list them on the overseas stock exchange for trading, or converts all or part of his/her domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchange for trading, it shall not be considered as a proposed change or abolishment of the rights of class shareholders by the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
90.	<p>Article 118 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholder:</p> <p>(I) an increase or reduction in the number of shares of such class, or an increase or reduction in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class;</p>	<p>Article 118 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholder:</p> <p>(I) an increase or reduction in the number of shares of such class, or an increase or reduction in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class;</p>

No.	Original Articles	Revised Articles
	<p>(II) a conversion of all or part of the shares of such class into those of another class, or vice versa, or a grant of such conversion rights;</p> <p>(III) the removal or reduction of rights to accrued dividends or rights to cumulative dividends attached to the shares of such class;</p> <p>(IV) the reduction or removal of a dividend preference or a priority to the distribution of property during liquidation attached to shares of such class;</p> <p>(V) the addition, removal or reduction of conversion rights, options, voting rights, right of transfer, pre-emptive rights or rights to obtain securities of the Company attached to shares of such class;</p> <p>(VI) the removal or reduction of rights attached to shares of such class to receive payments payable by the Company in a particular currency;</p> <p>(VII) the creation of a new class of shares having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(VIII) the restriction on the transfer or ownership of the shares of such class or any addition to such restriction;</p> <p>(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) the increase of the rights and privileges of shares of another class;</p> <p>(XI) the restructuring of the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate degree of liability;</p> <p>(XII) the variation or abrogation of the provisions of these articles of association.</p>	<p>(II) a conversion of all or part of the shares of such class into those of another class, or vice versa, or a grant of such conversion rights;</p> <p>(III) the removal or reduction of rights to accrued dividends or rights to cumulative dividends attached to the shares of such class;</p> <p>(IV) the reduction or removal of a dividend preference or a priority to the distribution of property during liquidation attached to shares of such class;</p> <p>(V) the addition, removal or reduction of conversion rights, options, voting rights, right of transfer, pre-emptive rights or rights to obtain securities of the Company attached to shares of such class;</p> <p>(VI) the removal or reduction of rights attached to shares of such class to receive payments payable by the Company in a particular currency;</p> <p>(VII) the creation of a new class of shares having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(VIII) the restriction on the transfer or ownership of the shares of such class or any addition to such restriction;</p> <p>(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) the increase of the rights and privileges of shares of another class;</p> <p>(XI) the restructuring of the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate degree of liability;</p> <p>(XII) the variation or abrogation of the provisions of these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
91.	<p>Article 119 Shareholders of the affected class, whether or not having the right to vote at the shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (II) to (VIII), (XI) and (XII) of article 118 of these articles of association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The "interested shareholder(s)" referred to in the preceding paragraph have the following meanings:</p> <p>(I) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the controlling shareholder as defined in article 58 of these articles of association;</p> <p>(II) In the case of a repurchase of its own shares by the Company through an off-market agreement outside the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the shareholder to which the proposed agreement relates to;</p> <p>(III) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities in a proportion less than the burden imposed on other shareholders of that class or who has interests different from those held by other shareholders of the same class.</p>	<p>Article 119 Shareholders of the affected class, whether or not having the right to vote at the shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (II) to (VIII), (XI) and (XII) of article 118 of these articles of association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The "interested shareholder(s)" referred to in the preceding paragraph have the following meanings:</p> <p>(I) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the controlling shareholder as defined in article 58 of these articles of association;</p> <p>(II) In the case of a repurchase of its own shares by the Company through an off-market agreement outside the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the shareholder to which the proposed agreement relates to;</p> <p>(III) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities in a proportion less than the burden imposed on other shareholders of that class or who has interests different from those held by other shareholders of the same class.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
92.	<p>Article 120 The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>	<p>Article 120 The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>

No.	Original Articles	Revised Articles
	A resolution of a class meeting shall only be passed in accordance with article 119 of these articles of association by the votes of shareholders present at the class meeting who represent not less than two-thirds of the voting rights.	A resolution of a class meeting shall only be passed in accordance with article 119 of these articles of association by the votes of shareholders present at the class meeting who represent not less than two-thirds of the voting rights. To be deleted, with article numbers to be adjusted accordingly
93.	Article 121 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 15 days (not less than 10 working days) before the extraordinary general meeting, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve the written reply to the Company prior to the date of the meeting.	Article 121 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 15 days (not less than 10 working days) before the extraordinary general meeting, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve the written reply to the Company prior to the date of the meeting. To be deleted, with article numbers to be adjusted accordingly
94.	Article 122 If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches not less than half of the total number of shares of that class carrying the voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within 5 days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.	Article 122 If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches not less than half of the total number of shares of that class carrying the voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within 5 days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting. To be deleted, with article numbers to be adjusted accordingly
95.	Article 123 Notice of a class meeting shall only be delivered to the shareholders who are entitled to vote in such class meeting. The procedures pursuant to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of these articles of association in relation to the procedures for convening the shareholders' general meeting shall be applicable to class meetings.	Article 123 Notice of a class meeting shall only be delivered to the shareholders who are entitled to vote in such class meeting. The procedures pursuant to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of these articles of association in relation to the procedures for convening the shareholders' general meeting shall be applicable to class meetings. To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
96.	<p>Article 124 In addition to the holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by a special resolution of its shareholders in the shareholders' general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p>(II) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities under the State Council, its plan (made at the time of its establishment) to issue domestic shares and overseas listed foreign shares;</p> <p>(III) where, with the approval of the securities regulatory authorities under the State Council, the holders of domestic shares of the Company transfer the shares held by them to overseas investors and list them in the overseas stock exchanges, or convert all or part of their domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchanges for trading.</p>	<p>Article 124 In addition to the holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by a special resolution of its shareholders in the shareholders' general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p>(II) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities under the State Council, its plan (made at the time of its establishment) to issue domestic shares and overseas listed foreign shares;</p> <p>(III) where, with the approval of the securities regulatory authorities under the State Council, the holders of domestic shares of the Company transfer the shares held by them to overseas investors and list them in the overseas stock exchanges, or convert all or part of their domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchanges for trading.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
97.	CHAPTER 5 BOARD OF DIRECTORS SECTION 1 DIRECTORS	CHAPTER 5 BOARD OF DIRECTORS SECTION 1 DIRECTORS <i>(newly added)</i> <u>Article 91 The directors of the Company shall be individuals, and they shall be disqualified from serving as directors if any of the following circumstances apply:</u> <u>(I) a person who has no or restricted capacity for civil conduct;</u> <u>(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;</u> <u>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;</u> <u>(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;</u> <u>(V) a person who has a relatively large amount of debt due and outstanding;</u> <u>(VI) a person subject to an ongoing prohibition from entering the securities market imposed by the CSRC;</u>

No.	Original Articles	Revised Articles
		<p><u>(VII) they are disqualified under other provisions stipulated by laws, administrative regulations or departmental regulations.</u></p> <p><u>If a director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. If a director falls into any of the aforementioned situations during his/her tenure, his/her directorship shall be terminated.</u></p>
98.	<p>Article 125 Directors shall be elected or replaced by shareholders' general meetings and shall have a term of three years, renewable upon expiry if re-elected.</p> <p>The written notification of nomination of a candidate for director and a written consent of the candidate shall be served to the Company seven days prior to the date of the shareholders' general meeting (the notification period shall begin from no earlier than the next day following the dispatch of the notice of the shareholders' general meeting and end no later than seven days prior to the date of the shareholders' general meeting). The Company shall allow at least seven days (from the next day following the dispatch of the notice of the shareholders' general meetings) for submission of such documents by the nominator and the director candidate.</p> <p>Shareholders may remove any director before the expiry of his/her term of office by ordinary resolution (without prejudice to any claim in accordance with any contract) at the shareholders' general meetings subject to the compliance with laws and administrative regulations.</p>	<p>Article 92 <u>Directors shall be elected or replaced by shareholders' general meetings and may have their office terminated by the shareholders' general meeting prior to the expiration of their term.</u> Directors shall have a term of three years, renewable upon expiry if re-elected.</p> <p>The written notification of nomination of a candidate for director and a written consent of the candidate shall be served to the Company seven days prior to the date of the shareholders' general meeting (the notification period shall begin from no earlier than the next day following the dispatch of the notice of the shareholders' general meeting and end no later than seven days prior to the date of the shareholders' general meeting). The Company shall allow at least seven days (from the next day following the dispatch of the notice of the shareholders' general meetings) for submission of such documents by the nominator and the director candidate.</p> <p>Shareholders may remove any director before the expiry of his/her term of office by ordinary resolution (without prejudice to any claim in accordance with any contract) at the shareholders' general meetings subject to the compliance with applicable laws and administrative regulations.</p>

No.	Original Articles	Revised Articles
	<p>A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the board of directors. The existing director shall continue to perform the duties of a director in accordance with laws, regulations and these articles of association after the expiry of his/her term if no re-election is held in time. The term of office of a person appointed as a director by the board of directors to fill a casual vacancy or as an additional member of the board of directors shall terminate when the next shareholders' annual general meeting is held, and such person shall be eligible for re-election.</p> <p>The general manager and senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve as the general manager and senior management members shall not be more than half of the total number of directors of the Company.</p> <p>Directors are not required to hold shares of the Company.</p>	<p>A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the board of directors. The existing director shall continue to perform the duties of a director in accordance with laws, regulations and these articles of association after the expiry of his/her term if no re-election is held in time. The term of office of a person appointed as a director by the board of directors to fill a casual vacancy or as an additional member of the board of directors shall terminate when the next—first shareholders' annual general meeting following his/her appointment is held, and such person shall be eligible for re-election.</p> <p>The general manager and senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve as the general manager and senior management members shall not be more than half of the total number of directors of the Company.</p> <p>Directors are not required to hold shares of the Company.</p>
99.	<p>Article 126 Any director who leaves office before the expiry of his/her term of office without permission shall be liable for any loss of the Company arising therefrom.</p> <p>Subject to the laws, regulations and these articles of association, the shareholders' general meetings may remove any director before the expiry of his/her term of office, provided that the shareholders' general meetings shall not remove any director without cause and that such removal shall not affect the contractual rights of such director to claim for damages.</p>	<p>Article 126 Any director who leaves office before the expiry of his/her term of office without permission shall be liable for any loss of the Company arising therefrom.</p> <p>Subject to the laws, regulations and these articles of association, the shareholders' general meetings may remove any director before the expiry of his/her term of office, provided that the shareholders' general meetings shall not remove any director without cause and that such removal shall not affect the contractual rights of such director to claim for damages.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
100.		<p data-bbox="842 283 1002 314"><i>(newly added)</i></p> <p data-bbox="842 346 1359 512"><u>Article 93 Directors have a fiduciary duty to the Company and shall faithfully fulfill the following obligations in accordance with applicable laws, administrative regulations, and these Articles of Association:</u></p> <p data-bbox="842 544 1359 683"><u>(I) not to abuse their authority of office to accept bribes or other illegal income and not to misappropriate the properties of the Company.</u></p> <p data-bbox="842 715 1359 778"><u>(II) not to misappropriate funds of the Company;</u></p> <p data-bbox="842 810 1359 917"><u>(III) not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company;</u></p> <p data-bbox="842 949 1359 1183"><u>(IV) not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);</u></p> <p data-bbox="842 1215 1359 1374"><u>(V) not to enter into any contracts or conduct any transactions with the Company that violate these Articles of Association or occur without the approval of the shareholders' general meeting;</u></p> <p data-bbox="842 1406 1359 1683"><u>(VI) not to abuse their power to garner business opportunities that rightfully belong to the Company for themselves or others, either by operating similar businesses as the Company or conducting such businesses on behalf of others, without the consent of the shareholders' general meeting;</u></p> <p data-bbox="842 1715 1359 1779"><u>(VII) not to retain personal commissions from transactions with the Company;</u></p> <p data-bbox="842 1810 1359 1917"><u>(VIII) not to disclose any confidential information of the Company without authorization;</u></p>

No.	Original Articles	Revised Articles
		<p><u>(IX) not to exploit their affiliated relationships to harm the interests of the Company;</u></p> <p><u>(X) fulfilling other fiduciary obligations as stipulated by applicable laws, administrative regulations, departmental rules, and these Articles of Association.</u></p> <p><u>Any proceeds received by directors in breach of this Article shall be claimed by the Company, and they shall be held liable for compensating the Company for any losses incurred.</u></p>
101.	<p>Article 127 The directors shall comply with the laws, regulations and these articles of association and shall faithfully perform the following responsibilities:</p> <p>(I) exercising the power granted by the Company with prudence, conscientiousness and diligence to ensure that the business operations of the Company are in compliance with the laws, regulations and economic policies of China and business operations of the Company are within the scope under its business license;</p> <p>(II) treating all shareholders equally;</p> <p>(III) keeping abreast of the business operations and management of the Company;</p> <p>(IV) giving written acknowledgement of the regular reports of the Company;</p> <p>(V) providing true information and materials to the Supervisory Committee without interfering the Supervisory Committee or supervisors in the exercise of their duties;</p> <p>(VI) fulfilling other obligations of diligence as stipulated by the laws, regulations and these articles of association.</p>	<p>Article 94 The directors shall comply with the laws, regulations and these articles of association and shall faithfully perform the following responsibilities:</p> <p>(I) exercising the power granted by the Company with prudence, conscientiousness and diligence to ensure that the business operations of the Company are in compliance with the laws, regulations and economic policies of China and business operations of the Company are within the scope under its business license;</p> <p>(II) treating all shareholders equally;</p> <p>(III) keeping abreast of the business operations and management of the Company;</p> <p>(IV) giving written acknowledgment of the Company's regular reports, <u>ensuring that the disclosed information is true, accurate and complete;</u></p> <p>(V) providing true information and materials to the Supervisory Committee without interfering the Supervisory Committee or supervisors in the exercise of their duties;</p> <p>(VI) fulfilling other obligations of diligence as stipulated by the laws, regulations and these articles of association.</p>

No.	Original Articles	Revised Articles
102.	<p>Article 129 Directors may request to resign prior to the expiry of their term of office. The resigning director shall submit a written resignation to the board of directors. Subject to the laws, regulations and regulatory rules of the place where the shares of the Company are listed, if the board of directors appoints a new director to fill the casual vacancy or as an addition to the board of the directors, the term of office of such director shall terminate at the first general meeting after his/her appointment, and the director shall be eligible for re-election thereat. All directors to be appointed to fill casual vacancies shall be subject to shareholder election at the first general meeting after appointment.</p> <p>If any director resigns such that the membership of the board of directors falls short of the number of directors required, such director shall continue to fulfill his/her duties as director pursuant to laws, regulations and these articles of association until a new director is elected.</p> <p>Save as provided in the preceding paragraph, the resignation of a director shall be effective when his/her resignation is served to the board of directors.</p>	<p>Article 96 Directors may request to resign prior to the expiry of their term of office. The resigning director shall submit a written resignation to the board of directors. Subject to the laws, regulations and regulatory rules of the place where the shares of the Company are listed, if the board of directors appoints a new director to fill the casual vacancy or as an addition to the board of the directors, the term of office of such director shall terminate at the first general meeting after his/her appointment, and the director shall be eligible for re-election thereat. All directors to be appointed to fill casual vacancies shall be subject to shareholder election at the first general meeting after appointment.</p> <p>If any director resigns such that the membership of the board of directors falls short of the number of directors required, such director shall continue to fulfill his/her duties as director pursuant to laws, regulations and these articles of association until a new director is elected.</p> <p>Save as provided in the preceding paragraph, the resignation of a director shall be effective when his/her resignation is served to the board of directors.</p>

No.	Original Articles	Revised Articles
103.	<p>Article 136 The board of directors shall perform the following responsibilities:</p> <p>(I) to convene shareholders' general meetings for the board of directors to propose matters for approval and to present their work reports at such meetings;</p> <p>(II) to implement the resolutions of shareholders' general meetings;</p> <p>(III) to change the scope of business or the name of the Company;</p> <p>(IV) to decide on the business and investment plans of the Company;</p> <p>(V) to prepare the annual financial budgets and final accounts of the Company;</p> <p>(VI) to formulate the profit distribution plans and loss recovery plans of the Company;</p> <p>(VII) to propose the increase or reduction of the registered capital of the Company;</p> <p>(VIII) to propose the issuance of corporate bonds and listing of securities of the Company;</p> <p>(IX) to formulate the plans of merger, division, dissolution or other changes in corporate structure of the Company;</p> <p>(X) to decide the purchase and disposals of major assets of a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(XI) to determine the establishment of the internal management structure and the establishment of branches of the Company;</p>	<p>Article 103 The board of directors shall perform the following responsibilities:</p> <p>(I) to convene shareholders' general meetings for the board of directors to propose matters for approval and to present their work reports at such meetings;</p> <p>(II) to implement the resolutions of shareholders' general meetings;</p> <p>(III) to change the scope of business or the name of the Company;</p> <p>(IV) to decide on the business and investment plans of the Company;</p> <p>(V) to prepare the annual financial budgets and final accounts of the Company;</p> <p>(VI) to formulate the profit distribution plans and loss recovery plans of the Company;</p> <p>(VII) to propose the increase or reduction of the registered capital of the Company;</p> <p>(VIII) to propose the issuance of corporate bonds and listing of securities of the Company;</p> <p>(IX) to formulate the plans of merger, division, dissolution or other changes in corporate structure of the Company;</p> <p>(X) to decide the purchase and disposals of major assets of a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(XI) to determine the establishment of the internal management structure and the establishment of branches of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(XII) to determine the appointment and dismissal of the general manager and the secretary to the board of directors of the Company, and the appointment and dismissal of the deputy general manager, chief financial officer and the senior management as proposed by the general manager and to determine their remuneration, rewards and punishments;</p> <p>(XIII) to formulate the general management systems of the Company;</p> <p>(XIV) to formulate the remuneration and incentive systems of the Company;</p> <p>(XV) to propose amendments to these articles of association;</p> <p>(XVI) to propose to shareholders' general meetings for the appointment or replacement of the accounting firm that provides audit service to the Company;</p> <p>(XVII) to determine the provision of guarantee for third parties not required to be considered by shareholders' general meeting;</p> <p>(XVIII) to determine the establishment of the subsidiaries and branches of the Company, and the reorganization of such subsidiaries;</p> <p>(XIX) to review the work reports of the general manager of the Company and inspect his/her work;</p> <p>(XX) to consider and approve the connected transactions required to be considered and approved by the board of directors in accordance with the laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and these articles of association;</p>	<p>(XII) to determine the appointment and dismissal of the general manager and the secretary to the board of directors of the Company, and the appointment and dismissal of the deputy general manager, chief financial officer and the senior management as proposed by the general manager and to determine their remuneration, rewards and punishments;</p> <p>(XIII) to formulate the general management systems of the Company;</p> <p>(XIV) to formulate the remuneration and incentive systems of the Company;</p> <p>(XV) to propose amendments to these articles of association;</p> <p>(XVI) to propose to shareholders' general meetings for the appointment or replacement of the accounting firm that provides audit service to the Company;</p> <p>(XVII) to determine the provision of guarantee for third parties not required to be considered by shareholders' general meeting;</p> <p>(XVIII) to determine the establishment of the subsidiaries and branches of the Company, and the reorganization of such subsidiaries;</p> <p>(XIX) to review the work reports of the general manager of the Company and inspect his/her work;</p> <p>(XX) to consider and approve the connected transactions required to be considered and approved by the board of directors in accordance with the laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and these articles of association;</p>

No.	Original Articles	Revised Articles
	<p>(XXI) other duties conferred by these articles of association or the shareholders' general meeting;</p> <p>(XXII) other matters as required in the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.</p> <p>The aforesaid matters proposed by the board of directors shall be approved by a simple majority of the directors, except sub-paragraph (VII), (VIII), (IX) and (XV) which shall be approved by more than two-thirds of the directors.</p> <p>The board of directors shall establish four committees, including the audit committee, strategy development committee, nomination committee, and remuneration and evaluation committee. The committees shall be accountable to the board of directors and perform their duties in accordance with these articles of association and the authorization of the board of directors. The proposals of the committees shall be submitted to the board of directors for approval. All members of the committees shall be directors. Independent non-executive directors shall be the majority in the audit committee, nomination committee, and remuneration and evaluation committee, and shall act as conveners. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating the rules of the committees to regulate their operation.</p> <p>Matters beyond the scope of authorization given by the shareholders' general meetings shall be submitted to the shareholders' general meetings for consideration.</p>	<p>(XXI) other duties conferred by these articles of association or the shareholders' general meeting;</p> <p>(XXII) other matters as required in the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.</p> <p>The aforesaid matters proposed by the board of directors shall be approved by a simple majority of the directors, except sub-paragraph (VII), (VIII), (IX) and (XV) which shall be approved by more than two-thirds of the directors.</p> <p>The board of directors shall establish four committees, including the audit committee, strategy development committee, nomination committee, and remuneration and evaluation committee. The committees shall be accountable to the board of directors and perform their duties in accordance with these articles of association and the authorization of the board of directors. The proposals of the committees shall be submitted to the board of directors for approval. All members of the committees shall be directors. Independent non-executive directors shall be the majority in the audit committee, nomination committee, and remuneration and evaluation committee, and shall act as conveners. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating the rules of the committees to regulate their operation.</p> <p>Matters beyond the scope of authorization given by the shareholders' general meetings shall be submitted to the shareholders' general meetings for consideration.</p>

No.	Original Articles	Revised Articles
104.	<p>Article 137 The board of directors shall not dispose or agree to dispose fixed assets without prior approval of the shareholders' general meetings if the estimated value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed of within four months before the proposed disposal, exceeds 33% of the fixed assets of the Company as set out in the latest balance sheet presented at the shareholders' general meeting.</p> <p>The "disposal of fixed assets" referred to in this article refer to the transfer of interests in assets, but not including the provision of guarantees with fixed assets.</p> <p>The validity of transactions regarding the disposal of fixed assets by the Company shall not be affected due to the violation of the first paragraph of this article.</p>	<p>Article 137 The board of directors shall not dispose or agree to dispose fixed assets without prior approval of the shareholders' general meetings if the estimated value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed of within four months before the proposed disposal, exceeds 33% of the fixed assets of the Company as set out in the latest balance sheet presented at the shareholders' general meeting.</p> <p>The "disposal of fixed assets" referred to in this article refer to the transfer of interests in assets, but not including the provision of guarantees with fixed assets.</p> <p>The validity of transactions regarding the disposal of fixed assets by the Company shall not be affected due to the violation of the first paragraph of this article.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
105.	<p>Article 145 Meetings of the board of directors include regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year on a quarterly basis. An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors, more than a half of the independent non-executive directors, the general manager, or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.</p>	<p>Article 111 Meetings of the board of directors include regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year on a quarterly basis. An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors, more than a half of the independent non-executive directors, the general manager, or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.</p> <p>Article 112 An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.</p>

No.	Original Articles	Revised Articles
106.	<p>Article 146 A written notice of board meetings shall be served 14 days before the date of a regular meeting and five days before the date of an extraordinary meeting. The notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reasons for holding the meeting and the matters to be discussed;</p> <p>(IV) the name, telephone number or other contact information of the contact person.</p>	<p>Article 113 A written notice of board meetings shall be served 14 days before the date of a regular meeting and five days before the date of an extraordinary meeting.</p> <p><u>The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.</u></p> <p>Article 114 The notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reasons for holding the meeting and the matters to be discussed;</p> <p>(IV) the date of notice the name, telephone number or other contact information of the contact person.</p>
107.	<p>Article 147 The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.</p>	<p>Article 147 The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
108.	<p>Article 148 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. A resolution of the board of directors shall be passed by more than half of all directors.</p> <p>When voting on the resolutions of the board of directors, each director shall have one vote.</p> <p>When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p>	<p>Article 115 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. A resolution of the board of directors shall be passed by more than half of all directors.</p> <p>When voting on the resolutions of the board of directors, each director shall have one vote.</p> <p>When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p>

No.	Original Articles	Revised Articles
109.	<p>Article 149 Meetings of the board of directors may be held onsite, in the form of written resolutions or other means agreed by all directors. If a board meeting is to be held onsite, telephone, video or other means can be used to facilitate the participation of directors. Directors participating in the meeting by any of the aforesaid means shall be deemed as attending the meeting.</p> <p>If a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has significant interest in the matter to be considered which is considered material by the board of directors, the matter shall be dealt with by a physical board meeting rather than by written resolution. Independent non-executive directors who, and whose close associates (as defined in the Hong Kong Stock Exchange Listing Rules), have no material interest in the transaction should be present at that board meeting.</p>	<p>Article 116 Meetings of the board of directors may be held onsite, in the form of written resolutions or other means agreed by all directors. If a board meeting is to be held on site, telephone, video or other means can be used to facilitate the participation of directors. Directors participating in the meeting by telephone, video or other any of the aforesaid means shall be deemed as attending the meeting.</p> <p>If a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has significant interest in the matter to be considered which is considered material by the board of directors, the matter shall be dealt with by a physical board meeting rather than by written resolution. Independent non-executive directors who, and whose close associates (as defined in the Hong Kong Stock Exchange Listing Rules), have no material interest in the transaction should be present at that board meeting.</p>
110.	<p>Article 152 The board of directors shall keep minutes of its decisions on the matters considered at its meetings. The directors attending the meeting and the person taking the minutes shall sign the minutes of the meeting.</p> <p>The minutes of the board meeting shall be kept as records of the Company for a period of not less than ten years.</p>	<p>Article 119 The board of directors shall keep minutes of its decisions on the matters considered at its meetings. The directors attending the meeting and the person taking the minutes shall sign the minutes of the meeting.</p> <p>The minutes of the board meeting shall be kept as records of the Company for a period of not less than ten years.</p>

No.	Original Articles	Revised Articles
111.	<p>Article 154 The directors shall be responsible for the resolutions of the board of directors. If a resolution of the board of directors is in violation of any laws, administrative regulations, these articles of association or resolutions of shareholders' general meetings, resulting in material losses for the Company, the directors who participate in the voting of such resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his/her objection to such resolution, and the objection has been recorded in the minutes of the meeting, such director shall be released from such liability.</p>	<p>Article 154 The directors shall be responsible for the resolutions of the board of directors. If a resolution of the board of directors is in violation of any laws, administrative regulations, these articles of association or resolutions of shareholders' general meetings, resulting in material losses for the Company, the directors who participate in the voting of such resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his/her objection to such resolution, and the objection has been recorded in the minutes of the meeting, such director shall be released from such liability.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
112.	<p>Article 155 All reasonable expenses of directors for attending board meetings shall be borne by the Company. The Company shall provide directors with the greatest protection permitted by applicable laws, including but not limited to indemnifying directors from liability to third parties arising from the exercise of their duties.</p>	<p>Article 155 All reasonable expenses of directors for attending board meetings shall be borne by the Company. The Company shall provide directors with the greatest protection permitted by applicable laws, including but not limited to indemnifying directors from liability to third parties arising from the exercise of their duties.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
113.	<p>Article 157 The provisions of these articles of association concerning directors' duties of loyalty and of clauses (IV) – (VI) of Article 127 concerning the duty of diligence shall also apply to the members of the senior management.</p>	<p>Article 122 <u>The provisions of these Articles of Association pertaining to the disqualification of individuals from serving as directors shall equally apply to the senior management.</u></p> <p>The provisions of these articles of association concerning directors' duties of loyalty and of clauses (IV) – (VI) of Article 94 Article 127 concerning the duty of diligence shall also apply to the members of the senior management.</p>

No.	Original Articles	Revised Articles
114.	Article 158 No person of the Company who holds a position other than a director or supervisor in other entities under the control of the controlling shareholder or actual controller of the Company shall act as a member of the senior management in the Company.	Article 123 No person of the Company who holds a position other than a director or supervisor in other entities under the control of the controlling shareholder or actual controller of the Company shall act as a member of the senior management in the Company. <u>The senior management of the Company shall receive remuneration solely from the Company and not from the controlling shareholders.</u>
115.	Article 160 The general manager shall be accountable to the board of directors and shall have the following responsibilities: (I) to manage the production and operation of the Company, to implement the resolutions of the board of directors, and to report to the board of directors; (II) to determine the annual business plan, investment plan, financial budget and final accounts of the Company for approval by the board of directors, and to implement the annual business plan, investment plan and financial budget of the Company; (III) to convene and preside over the general manager's office meetings; (IV) to determine the internal management organization of the Company; (V) to determine the general management system of the Company; (VI) to determine the rules and regulations of the Company; (VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors; (VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors; (IX) to propose to convene extraordinary meetings of the board of directors;	Article 125 The general manager shall be accountable to the board of directors and shall have the following responsibilities: (I) to manage the production and operation of the Company, to implement the resolutions of the board of directors, and to report to the board of directors; (II) to determine the annual business plan, investment plan, financial budget and final accounts of the Company for approval by the board of directors, and to implement the annual business plan, investment plan and financial budget of the Company; (III) to convene and preside over the general manager's office meetings; (IV) to determine the internal management organization of the Company; (V) to determine the general management system of the Company; (VI) to determine the rules and regulations of the Company; (VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors; (VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors; (IX) to propose to convene extraordinary meetings of the board of directors;

No.	Original Articles	Revised Articles
	<p>(X) other responsibilities conferred by these articles of association or the board of directors.</p> <p>The general manager may attend the meetings of the board of directors, but has no voting rights at the meetings if he/she is not a director of the Company.</p>	<p>(X) other responsibilities conferred by these articles of association or the board of directors.</p> <p>The general manager may attend the meetings of the board of directors, but has no voting rights at the meetings if he/she is not a director of the Company.</p>
116.	<p>Article 164 The general manager shall report the execution and implementation of material contracts of the Company, application of funds and unforeseeable major events of the Company upon the request of the board of directors. The general manager shall ensure that such reports are true and accurate.</p>	<p>Article 164 The general manager shall report the execution and implementation of material contracts of the Company, application of funds and unforeseeable major events of the Company upon the request of the board of directors. The general manager shall ensure that such reports are true and accurate.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
117.	<p>Article 167 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.</p> <p>Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall not perform the act in such dual capacity.</p>	<p>Article 131 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.</p> <p>Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall not perform the act in such dual capacity.</p>
118.		<p><i>(newly added)</i></p> <p><u>Article 133 The senior management shall faithfully fulfill their duties and protect the best interests of the Company and all shareholders. Should the senior management fail to faithfully fulfill their duties or violate their fiduciary obligations, thereby jeopardizing the interests of the Company and its public shareholders, they shall be held liable for compensation in accordance with the law.</u></p>

No.	Original Articles	Revised Articles
119.	<p>CHAPTER 7 SUPERVISORY COMMITTEE</p> <p>SECTION 1 SUPERVISORS</p> <p>Article 169 Directors, the general manager and senior management members shall not serve concurrently as supervisors.</p>	<p>CHAPTER 7 SUPERVISORY COMMITTEE</p> <p>SECTION 1 SUPERVISORS</p> <p>Article 134 <u>The provisions of these Articles of Association pertaining to the disqualification of individuals from serving as directors shall equally apply to supervisors.</u> Directors, the general manager and senior management members shall not serve concurrently as supervisors.</p>
120.		<p><i>(newly added)</i></p> <p><u>Article 138 Supervisors are obligated to ensure the accuracy, truthfulness and completeness of the information disclosed by the Company, and to give written acknowledgment of the regular reports.</u></p>
121.	<p>SECTION 2 SUPERVISORY COMMITTEE</p> <p>Article 176 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.</p> <p>The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by not less than two-thirds of the members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.</p>	<p>SECTION 2 SUPERVISORY COMMITTEE</p> <p>Article 142 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.</p> <p>The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by <u>not less than two-thirds half of the members of the supervisory committee.</u></p> <p>The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.</p>
122.	<p>Article 177 The supervisory committee shall be accountable and report to the shareholders' general meeting, and shall perform the following responsibilities:</p> <p>(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;</p> <p>(II) examining the financial matters of the Company;</p>	<p>Article 143 The supervisory committee shall be accountable and report to the shareholders' general meeting, and shall perform the following responsibilities:</p> <p>(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;</p> <p>(II) examining the financial matters of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;</p> <p>(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;</p> <p>(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;</p> <p>(VI) proposing motions to shareholders' general meetings;</p> <p>(VII) suing directors or senior management members in accordance with the Company Law;</p> <p>(VIII) examining the financial reports, business reports, profit distribution plans and other financial information submitted to shareholders' general meetings by the board of directors and, if in doubt, engaging certified accountants or auditors to review such information on behalf of the Company;</p> <p>(IX) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;</p> <p>(X) performing other duties in accordance with the laws, regulations and these articles of association.</p>	<p>(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;</p> <p>(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;</p> <p>(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;</p> <p>(VI) proposing motions to shareholders' general meetings;</p> <p>(VII) suing directors or senior management members in accordance with the Company Law;</p> <p>(VIII) examining the financial reports, business reports, profit distribution plans and other financial information submitted to shareholders' general meetings by the board of directors and, if in doubt, engaging certified accountants or auditors to review such information on behalf of the Company;</p> <p>(VIII) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;</p> <p>(IX) performing other duties in accordance with the laws, regulations and these articles of association.</p>
123.	<p>Article 179 The written notice of meeting of the supervisory committee shall be delivered to all supervisors 10 days before the meeting. The notice shall contain the date, venue and duration of the meeting, matters to be discussed and the name, telephone number, or other information of the contact person.</p>	<p>Article 145 The written notice of meeting of the supervisory committee shall be delivered to all supervisors 10 days before the meeting. The notice shall contain the date, venue and duration of the meeting, matters to be discussed and the name, telephone number, or other information of the contact person.</p>

No.	Original Articles	Revised Articles
		<p>The notice shall specify:</p> <p><u>(I) the date, venue and duration of the meeting;</u></p> <p><u>(II) reasons for holding the meeting and matters to be discussed;</u></p> <p><u>(III) date of notice.</u></p>
124.	<p>Article 181 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.</p> <p>Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds of the supervisors.</p>	<p>Article 147 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.</p> <p>Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds half of the supervisors.</p>
125.	<p>CHAPTER 8 QUALIFICATIONS AND RESPONSIBILITIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT</p> <p>Article 187 A person may not serve as a director, supervisor, general manager or senior management of the Company in any of the following circumstances:</p> <p>(I) a person who has no or restricted capacity for civil conduct;</p> <p>(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;</p> <p>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;</p>	<p>CHAPTER 8 QUALIFICATIONS AND RESPONSIBILITIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT</p> <p>Article 187 A person may not serve as a director, supervisor, general manager or senior management of the Company in any of the following circumstances:</p> <p>(I) a person who has no or restricted capacity for civil conduct;</p> <p>(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;</p> <p>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;</p>

No.	Original Articles	Revised Articles
	<p>(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;</p> <p>(V) a person who has a relatively large amount of debt due and outstanding;</p> <p>(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;</p> <p>(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;</p> <p>(X) other circumstances specified by laws and regulations.</p> <p>If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position.</p>	<p>(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;</p> <p>(V) a person who has a relatively large amount of debt due and outstanding;</p> <p>(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;</p> <p>(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;</p> <p>(X) other circumstances specified by laws and regulations.</p> <p>If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
126.	<p>Article 188 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.</p>	<p>Article 188 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
127.	<p>Article 189 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the functions and powers granted to him/her by the Company:</p> <p>(I) not to cause the Company to exceed the scope of the business stipulated in its business license;</p> <p>(II) to act honestly in the best interests of the Company;</p> <p>(III) not to expropriate in any guise any property of the Company, including (but not limited to) any opportunities that are advantageous to the Company;</p> <p>(IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) distribution rights and voting rights, unless pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these articles of association.</p>	<p>Article 189 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the functions and powers granted to him/her by the Company:</p> <p>(I) not to cause the Company to exceed the scope of the business stipulated in its business license;</p> <p>(II) to act honestly in the best interests of the Company;</p> <p>(III) not to expropriate in any guise any property of the Company, including (but not limited to) any opportunities that are advantageous to the Company;</p> <p>(IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) distribution rights and voting rights, unless pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
128.	<p>Article 190 Directors, supervisors, general manager and senior management of the Company are obliged, in the exercise of their rights or discharge of their obligations, to perform their acts with care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.</p>	<p>Article 190 Directors, supervisors, general manager and senior management of the Company are obliged, in the exercise of their rights or discharge of their obligations, to perform their acts with care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
129.	<p>Article 191 Each of the directors, supervisors, general manager and senior management of the Company shall carry out his/her duties in accordance with the principles of fiduciary duty and shall not put himself/herself in a position that may give rise to conflict of interest. This principle includes (but not limited to) the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;</p> <p>(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another person and, unless and to the extent permitted by the laws, regulations or with the informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;</p> <p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) unless otherwise stipulated by these articles of association or with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) without the informed consent of the shareholders' general meeting, not to use any property of the Company for his/her own benefit by any means;</p> <p>(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company by any means, including (but not limited to) opportunities advantageous to the Company;</p>	<p>Article 191 Each of the directors, supervisors, general manager and senior management of the Company shall carry out his/her duties in accordance with the principles of fiduciary duty and shall not put himself/herself in a position that may give rise to conflict of interest. This principle includes (but not limited to) the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;</p> <p>(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another person and, unless and to the extent permitted by the laws, regulations or with the informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;</p> <p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) unless otherwise stipulated by these articles of association or with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) without the informed consent of the shareholders' general meeting, not to use any property of the Company for his/her own benefit by any means;</p> <p>(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company by any means, including (but not limited to) opportunities advantageous to the Company;</p>

No.	Original Articles	Revised Articles
	<p>(VIII) without the informed consent of the shareholders' general meeting, not to accept commissions in connection with the transactions of the Company;</p> <p>(IX) to abide by these articles of association, perform his/her duties faithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests;</p> <p>(X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form;</p> <p>(XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company, not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);</p> <p>(XII) without the informed consent of the shareholders' general meeting, not to disclose any confidential information relating to the Company acquired during his/her tenure of office and not to use such information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if it is:</p> <ol style="list-style-type: none"> 1. provided by the laws; 2. required in the public interest; 3. required in the interests of such director, supervisor, general manager or senior management. 	<p>(VIII) without the informed consent of the shareholders' general meeting, not to accept commissions in connection with the transactions of the Company;</p> <p>(IX) to abide by these articles of association, perform his/her duties faithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests;</p> <p>(X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form;</p> <p>(XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company, not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);</p> <p>(XII) without the informed consent of the shareholders' general meeting, not to disclose any confidential information relating to the Company acquired during his/her tenure of office and not to use such information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if it is:</p> <ol style="list-style-type: none"> 1. provided by the laws; 2. required in the public interest; 3. required in the interests of such director, supervisor, general manager or senior management.

No.	Original Articles	Revised Articles
	<p>Any gain arising from the breach of this article by the personnel mentioned in this article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.</p>	<p>Any gain arising from the breach of this article by the personnel mentioned in this article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
130.	<p>Article 192 Each director, supervisor, general manager or senior management of the Company shall not cause the following persons or institutions (the “related persons”) to do what such director, supervisor, general manager or senior management is prohibited from doing:</p> <p>(I) the spouse or minor children of such director, supervisor, general manager or senior management of the Company;</p> <p>(II) a trustee of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I);</p> <p>(III) a partner of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I) and (II) above;</p> <p>(IV) a company in which such director, supervisor, general manager or senior management, individually, or jointly with any persons referred to in sub-paragraph (I), (II) and (III) above or other directors, supervisors, general manager and senior management, have de facto control; and</p> <p>(V) the directors, supervisors, general manager and senior management of a company being controlled as referred to in sub-paragraph (IV).</p>	<p>Article 192 Each director, supervisor, general manager or senior management of the Company shall not cause the following persons or institutions (the “related persons”) to do what such director, supervisor, general manager or senior management is prohibited from doing:</p> <p>(I) the spouse or minor children of such director, supervisor, general manager or senior management of the Company;</p> <p>(II) a trustee of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I);</p> <p>(III) a partner of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I) and (II) above;</p> <p>(IV) a company in which such director, supervisor, general manager or senior management, individually, or jointly with any persons referred to in sub-paragraph (I), (II) and (III) above or other directors, supervisors, general manager and senior management, have de facto control; and</p> <p>(V) the directors, supervisors, general manager and senior management of a company being controlled as referred to in sub-paragraph (IV).</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
131.	<p>Article 193 The fiduciary duties of the directors, supervisors, general manager and senior management of the Company do not necessarily cease upon termination of their respective terms of office. Their confidentiality obligations in relation to the trade secrets of the Company shall survive the termination of their terms of office. Other obligations may continue for such period as fairness may require depending on the time lapse between the occurrence of the event concerned and the termination of their terms of office, and the circumstances and conditions under which their relationships with the Company are terminated.</p>	<p>Article 193 The fiduciary duties of the directors, supervisors, general manager and senior management of the Company do not necessarily cease upon termination of their respective terms of office. Their confidentiality obligations in relation to the trade secrets of the Company shall survive the termination of their terms of office. Other obligations may continue for such period as fairness may require depending on the time lapse between the occurrence of the event concerned and the termination of their terms of office, and the circumstances and conditions under which their relationships with the Company are terminated.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
132.	<p>Article 194 Save for the circumstances prescribed in article 57 of these articles of association, a director, supervisor, general manager and senior management of the Company may be relieved of liability for a specific breach of his/her duty with the informed consent of the shareholders' general meeting.</p>	<p>Article 194 Save for the circumstances prescribed in article 57 of these articles of association, a director, supervisor, general manager and senior management of the Company may be relieved of liability for a specific breach of his/her duty with the informed consent of the shareholders' general meeting.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
133.	<p>Article 195 Where a director, supervisor, general manager, or senior management of the Company is in any way, directly or indirectly, materially interested in an executed or proposed contract, transaction or arrangement with the Company (other than the service contract of such director, supervisor, general manager or senior management with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, regardless of whether or not such matters are generally subject to the approval of the board of directors.</p>	<p>Article 195 Where a director, supervisor, general manager, or senior management of the Company is in any way, directly or indirectly, materially interested in an executed or proposed contract, transaction or arrangement with the Company (other than the service contract of such director, supervisor, general manager or senior management with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, regardless of whether or not such matters are generally subject to the approval of the board of directors.</p>

No.	Original Articles	Revised Articles
	<p>Save for the exceptions as provided in the Hong Kong Listing Rules or as permitted by the Hong Kong Stock Exchange, a director shall abstain from voting on any board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a material interest and shall not be counted in the quorum present at the board meeting.</p> <p>Unless the interested director, supervisor, general manager or senior management of the Company discloses his/her interests to the board of directors in accordance with the preceding paragraph of this article and the relevant matters are approved by the board of directors at a meeting in which such director, supervisor, general manager or senior management of the Company is not counted in the quorum and abstains from voting, the Company shall have the right to rescind such contract, transaction or arrangement except where the other party is a bona fide party acting without knowledge of the breach of duty by the interested director, supervisor, general manager and senior management.</p> <p>A director, supervisor, general manager or senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his/her related person is interested.</p>	<p>Save for the exceptions as provided in the Hong Kong Listing Rules or as permitted by the Hong Kong Stock Exchange, a director shall abstain from voting on any board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a material interest and shall not be counted in the quorum present at the board meeting.</p> <p>Unless the interested director, supervisor, general manager or senior management of the Company discloses his/her interests to the board of directors in accordance with the preceding paragraph of this article and the relevant matters are approved by the board of directors at a meeting in which such director, supervisor, general manager or senior management of the Company is not counted in the quorum and abstains from voting, the Company shall have the right to rescind such contract, transaction or arrangement except where the other party is a bona fide party acting without knowledge of the breach of duty by the interested director, supervisor, general manager and senior management.</p> <p>A director, supervisor, general manager or senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his/her related person is interested.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
134.	<p>Article 196 If a director, supervisor, general manager or senior management of the Company gives to the board of directors a notice in writing before the Company first considers entering into a contract, transaction or arrangement, stating that, by reason of the facts specified in the notice, he/she is interested in such contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed for the purpose of the preceding article to be a sufficient declaration of his/her interests, to the extent as stated in such notice.</p>	<p>Article 196 If a director, supervisor, general manager or senior management of the Company gives to the board of directors a notice in writing before the Company first considers entering into a contract, transaction or arrangement, stating that, by reason of the facts specified in the notice, he/she is interested in such contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed for the purpose of the preceding article to be a sufficient declaration of his/her interests, to the extent as stated in such notice.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
135.	<p>Article 197 The Company shall not in any manner pay taxes for its directors, supervisors, general manager or senior management.</p>	<p>Article 197 The Company shall not in any manner pay taxes for its directors, supervisors, general manager or senior management.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
136.	<p>Article 198 The Company shall not directly or indirectly provide a loan to, nor provide any guarantee in connection with a loan to directors, supervisors, general manager or senior management of the Company or of its controlling shareholders or any of their respective related persons.</p> <p>However, the following circumstances are not subject to the above requirement:</p> <p>(I) provision of a loan or a guarantee by the Company to its subsidiaries;</p> <p>(II) provision of a loan, a guarantee or any other funds by the Company to any of its directors, supervisors, general manager or senior management to finance the expenditure incurred or to be incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the service contract approved by the shareholders' general meeting; and</p>	<p>Article 198 The Company shall not directly or indirectly provide a loan to, nor provide any guarantee in connection with a loan to directors, supervisors, general manager or senior management of the Company or of its controlling shareholders or any of their respective related persons.</p> <p>However, the following circumstances are not subject to the above requirement:</p> <p>(I) provision of a loan or a guarantee by the Company to its subsidiaries;</p> <p>(II) provision of a loan, a guarantee or any other funds by the Company to any of its directors, supervisors, general manager or senior management to finance the expenditure incurred or to be incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the service contract approved by the shareholders' general meeting; and</p>

No.	Original Articles	Revised Articles
	(III) provision of a loan or a guarantee by the Company to any of the relevant directors, supervisors, general manager or senior management or their respective associates on normal commercial terms, provided that the normal business coverage of the Company is extended to the provision of loans and loan guarantees.	(III) provision of a loan or a guarantee by the Company to any of the relevant directors, supervisors, general manager or senior management or their respective associates on normal commercial terms, provided that the normal business coverage of the Company is extended to the provision of loans and loan guarantees. To be deleted, with article numbers to be adjusted accordingly
137.	Article 199 A loan made by the Company in breach of the preceding article shall be immediately repayable by the recipient of the loan regardless of the terms of the loan.	Article 199 A loan made by the Company in breach of the preceding article shall be immediately repayable by the recipient of the loan regardless of the terms of the loan. To be deleted, with article numbers to be adjusted accordingly
138.	Article 200 A guarantee provided by the Company in breach of the first paragraph of article 198 shall be unenforceable against the Company, unless: (I) a loan has been advanced to a related person of any of the directors, supervisors, general manager and senior management of the Company or its controlling shareholders, where the lender was not aware of the situation when the loan was made; (II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	Article 200 A guarantee provided by the Company in breach of the first paragraph of article 198 shall be unenforceable against the Company, unless: (I) a loan has been advanced to a related person of any of the directors, supervisors, general manager and senior management of the Company or its controlling shareholders, where the lender was not aware of the situation when the loan was made; (II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser. To be deleted, with article numbers to be adjusted accordingly
139.	Article 201 For the purposes of the preceding article, a guarantee includes an undertaking or provision of property by a guarantor to guarantee the performance of obligations by the obligor.	Article 201 For the purposes of the preceding article, a guarantee includes an undertaking or provision of property by a guarantor to guarantee the performance of obligations by the obligor. To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
140.	<p>Article 202 In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor, general manager or senior management of the Company is in breach of his/her duties to the Company, the Company has a right to:</p> <p>(I) claim damages from the director, supervisor, general manager or senior management for the losses suffered by the Company as a result of such breach;</p> <p>(II) rescind any contract or transaction entered into by the Company with the relevant director, supervisor, general manager or senior management, and any contract or transaction entered into by the Company with a third party, where such third party knows or should have known that such director, supervisor, general manager or the senior management acting on behalf of the Company was in breach of his/her obligations to the Company;</p> <p>(III) require the relevant director, supervisor, general manager or senior management to surrender the gains derived from the breach of his/her duties;</p> <p>(IV) recover any funds received by such director, supervisor, general manager or the senior management which should have been otherwise received by the Company, including (but not limited to) commissions;</p> <p>(V) demand payment of the interest earned or which may have been earned by such director, supervisor, general manager or the senior management on the funds that should have been paid to the Company.</p>	<p>Article 202 In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor, general manager or senior management of the Company is in breach of his/her duties to the Company, the Company has a right to:</p> <p>(I) claim damages from the director, supervisor, general manager or senior management for the losses suffered by the Company as a result of such breach;</p> <p>(II) rescind any contract or transaction entered into by the Company with the relevant director, supervisor, general manager or senior management, and any contract or transaction entered into by the Company with a third party, where such third party knows or should have known that such director, supervisor, general manager or the senior management acting on behalf of the Company was in breach of his/her obligations to the Company;</p> <p>(III) require the relevant director, supervisor, general manager or senior management to surrender the gains derived from the breach of his/her duties;</p> <p>(IV) recover any funds received by such director, supervisor, general manager or the senior management which should have been otherwise received by the Company, including (but not limited to) commissions;</p> <p>(V) demand payment of the interest earned or which may have been earned by such director, supervisor, general manager or the senior management on the funds that should have been paid to the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
141.	<p>Article 203 The Company shall enter into a contract in writing in relation to remuneration with each of the directors and supervisors of the Company, which shall obtain prior approval of the shareholders' general meeting. The remuneration referred to above shall include:</p> <p>(I) emoluments for acting as a director, supervisor or senior management of the Company;</p> <p>(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and</p> <p>(IV) compensation to a director or supervisor for the loss of office or retirement from office.</p> <p>Except under a contract mentioned above, no proceedings may be brought by a director or supervisor for the claim of any of the aforesaid benefits.</p>	<p>Article 203 The Company shall enter into a contract in writing in relation to remuneration with each of the directors and supervisors of the Company, which shall obtain prior approval of the shareholders' general meeting. The remuneration referred to above shall include:</p> <p>(I) emoluments for acting as a director, supervisor or senior management of the Company;</p> <p>(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and</p> <p>(IV) compensation to a director or supervisor for the loss of office or retirement from office.</p> <p>Except under a contract mentioned above, no proceedings may be brought by a director or supervisor for the claim of any of the aforesaid benefits.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
142.	<p>Article 204 The contract for emoluments entered into between the Company and its directors or supervisors shall provide that in the event of a takeover of the Company, the directors and supervisors of the Company shall, subject to the prior approval of the shareholders' general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means one of the following:</p> <p>(I) a general offer made by any person to all shareholders;</p> <p>(II) a general offer made by any person to enable the offeror to become a controlling shareholder within the meaning set out in article 58 herein.</p> <p>If the relevant director or supervisor does not comply with this article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of their acceptance of the offer mentioned above. The expenses incurred in distributing such sum on a pro rata basis shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	<p>Article 204 The contract for emoluments entered into between the Company and its directors or supervisors shall provide that in the event of a takeover of the Company, the directors and supervisors of the Company shall, subject to the prior approval of the shareholders' general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means one of the following:</p> <p>(I) a general offer made by any person to all shareholders;</p> <p>(II) a general offer made by any person to enable the offeror to become a controlling shareholder within the meaning set out in article 58 herein.</p> <p>If the relevant director or supervisor does not comply with this article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of their acceptance of the offer mentioned above. The expenses incurred in distributing such sum on a pro rata basis shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
143.	<p>Article 205 The Company shall enter into a contract in writing with each director, supervisor, general manager and senior management and such contract shall at least include, inter alia, the following provisions:</p> <p>(I) The directors, supervisors, general manager and senior management of the Company shall undertake that he/she shall observe and comply with the Company Law, the Special Regulations, these articles of association, the Codes on Takeovers and Mergers and Share Buy-back, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in these articles of association and that neither the contract nor their office may be transferred;</p> <p>(II) The directors, supervisors, general manager and senior management of the Company shall undertake that they shall observe and perform their duties to the shareholders as stipulated in these articles of association;</p> <p>(III) The clauses relating to arbitration under these articles of association and the Hong Kong Listing Rules.</p>	<p>Article 205 The Company shall enter into a contract in writing with each director, supervisor, general manager and senior management and such contract shall at least include, inter alia, the following provisions:</p> <p>(I) The directors, supervisors, general manager and senior management of the Company shall undertake that he/she shall observe and comply with the Company Law, the Special Regulations, these articles of association, the Codes on Takeovers and Mergers and Share Buy-back, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in these articles of association and that neither the contract nor their office may be transferred;</p> <p>(II) The directors, supervisors, general manager and senior management of the Company shall undertake that they shall observe and perform their duties to the shareholders as stipulated in these articles of association;</p> <p>(III) The clauses relating to arbitration under these articles of association and the Hong Kong Listing Rules.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
144.	<p>Article 207 The fiscal year of the Company shall coincide with the calendar year, i.e., from January 1 to December 31 on the Gregorian calendar. The Company shall prepare an annual financial accounting report within 120 days from the end of each fiscal year.</p> <p>The financial accounting report shall be prepared in accordance with the applicable laws and regulations.</p>	<p>Article 153 The fiscal year of the Company shall coincide with the calendar year, i.e., from January 1 to December 31 on the Gregorian calendar. The Company shall prepare an annual financial report <u>in a timely manner starting</u> within 120 days from the conclusion of each fiscal year <u>in accordance with applicable laws, regulations and the regulatory requirements of the place where the shares of the Company are listed.</u></p> <p>The financial accounting report shall be prepared in accordance with the applicable laws and regulations.</p>

No.	Original Articles	Revised Articles
145.	<p>Article 208 The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports prepared by the Company as required by the laws, regulations or directives promulgated by the local governments and competent authorities.</p>	<p>Article 208 The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports prepared by the Company as required by the laws, regulations or directives promulgated by the local governments and competent authorities.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
146.	<p>Article 209 The financial reports of the Company shall be made available for inspection by shareholders 20 days before the date of annual general meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these articles of association, a copy of the aforesaid financial reports or the reports of directors together with the balance sheet (including all documents required by laws to be annexed thereto) and statement of profit and loss and statement of income, or a summary of financial reports shall, at least 21 days before the annual general meeting, be delivered or dispatched by prepaid post to the address of the holders of overseas listed foreign shares as registered in the register of members. Subject to the laws, regulations or listing rules of the place where the shares of the Company are listed, the reports may also be given by way of public announcement (including publishing on the website of the Company).</p> <p>Subject to the laws and regulations, the Company shall also issue the notice of the shareholders' general meeting to the holders of H shares via its website, the website designated by the Hong Kong Stock Exchange, or any other method as permitted in the Hong Kong Listing Rules and these articles of association, instead of dispatching such notice to holders of H shares by hand or prepaid post.</p>	<p>Article 209 The financial reports of the Company shall be made available for inspection by shareholders 20 days before the date of annual general meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these articles of association, a copy of the aforesaid financial reports or the reports of directors together with the balance sheet (including all documents required by laws to be annexed thereto) and statement of profit and loss and statement of income, or a summary of financial reports shall, at least 21 days before the annual general meeting, be delivered or dispatched by prepaid post to the address of the holders of overseas listed foreign shares as registered in the register of members. Subject to the laws, regulations or listing rules of the place where the shares of the Company are listed, the reports may also be given by way of public announcement (including publishing on the website of the Company).</p> <p>Subject to the laws and regulations, the Company shall also issue the notice of the shareholders' general meeting to the holders of H shares via its website, the website designated by the Hong Kong Stock Exchange, or any other method as permitted in the Hong Kong Listing Rules and these articles of association, instead of dispatching such notice to holders of H shares by hand or prepaid post.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
147.	<p>Article 210 The financial statements of the Company shall, in addition to being prepared in accordance with the accounting standards and regulations of China, be prepared in accordance with either the international accounting standards, or that of the place outside China where the shares of the Company are listed. If there is any material difference between the financial statements prepared in accordance with these two sets of accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its profits after tax in respect of such fiscal year, it is required to distribute the dividends based on the lower of the distributable profits after tax of the Company, as determined under these two sets of accounting standards.</p>	<p>Article 210 The financial statements of the Company shall, in addition to being prepared in accordance with the accounting standards and regulations of China, be prepared in accordance with either the international accounting standards, or that of the place outside China where the shares of the Company are listed. If there is any material difference between the financial statements prepared in accordance with these two sets of accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its profits after tax in respect of such fiscal year, it is required to distribute the dividends based on the lower of the distributable profits after tax of the Company, as determined under these two sets of accounting standards.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
148.	<p>Article 211 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the accounting standards and regulations of China, and also in accordance with either the international accounting standards or that of the place outside China where the shares of the Company are listed.</p>	<p>Article 211 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the accounting standards and regulations of China, and also in accordance with either the international accounting standards or that of the place outside China where the shares of the Company are listed.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
149.	<p>Article 212 The Company shall engage a qualified accounting firm to conduct an annual audit in accordance with the accounting standards of China and an audit report shall be published within four months after the end of each fiscal year.</p>	<p>Article 212 The Company shall engage a qualified accounting firm to conduct an annual audit in accordance with the accounting standards of China and an audit report shall be published within four months after the end of each fiscal year.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
150.	<p>Article 213 The Company shall publish at least two financial reports every fiscal year, including the interim financial report, to be published within 60 days after the end of the first six months of each fiscal year, and the annual financial report, to be published within 120 days after the end of each fiscal year.</p>	<p>Article 213 The Company shall publish at least two financial reports every fiscal year, including the interim financial report, to be published within 60 days after the end of the first six months of each fiscal year, and the annual financial report, to be published within 120 days after the end of each fiscal year.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
151.	<p>Article 216 The reserve of the Company shall be applied for making up for losses of the Company, expansion of the production and operation of the Company or capitalization, except that capital reserve shall not be applied for making up losses of the Company.</p> <p>The balance of the statutory reserve after capitalization shall not fall below 25% of the registered capital of the Company prior to the capitalization.</p> <p>Capital reserve shall include the followings:</p> <p>(I) premium received when shares are issued at a premium to their par value;</p> <p>(II) other income required by any competent financial regulatory authority under the State Council to be appropriated to the capital reserves.</p>	<p>Article 157 The reserve of the Company shall be applied for making up for losses of the Company, expansion of the production and operation of the Company or capitalization, except that capital reserve shall not be applied for making up losses of the Company.</p> <p>The balance of the statutory reserve after capitalization shall not fall below 25% of the registered capital of the Company prior to the capitalization.</p> <p>Capital reserve shall include the followings:</p> <p>(I) premium received when shares are issued at a premium to their par value;</p> <p>(II) other income required by any competent financial regulatory authority under the State Council to be appropriated to the capital reserves.</p>
152.	<p>Article 219 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders.</p> <p>The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.</p> <p>The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>Article 160 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders.</p> <p>The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.</p> <p>The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>
153.	<p>Article 220 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in dividends subsequently declared.</p>	<p>Article 220 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in dividends subsequently declared.</p>

No.	Original Articles	Revised Articles
	<p>Subject to the laws, regulations, normative documents and securities regulatory authorities of the place where the securities of the Company are listed, the Company may exercise the power to forfeit unclaimed dividends after the lapse of a prescribed period.</p> <p>The Company may stop delivering dividend warrants by post to holders of overseas listed foreign shares, if the dividend warrants have been left uncashed on two consecutive occasions. The Company may also do so if a warrant is returned undelivered for the first time.</p> <p>The Company may sell the shares of an untraceable holder of overseas listed foreign shares in such manner deemed to be appropriate by the board of directors, subject to the following conditions:</p> <p>(I) the Company has at least distributed dividends for three times and no dividend has been claimed during a period of twelve years; and</p> <p>(II) upon the expiry of the twelve-year period, the Company shall give a notice by way of an announcement published in one or more newspaper(s) in the place where the securities of the Company are listed stating its intention to sell the shares and shall notify the securities regulatory authorities of the place where the securities of the Company are listed of such intention.</p>	<p>Subject to the laws, regulations, normative documents and securities regulatory authorities of the place where the securities of the Company are listed, the Company may exercise the power to forfeit unclaimed dividends after the lapse of a prescribed period.</p> <p>The Company may stop delivering dividend warrants by post to holders of overseas listed foreign shares, if the dividend warrants have been left uncashed on two consecutive occasions. The Company may also do so if a warrant is returned undelivered for the first time.</p> <p>The Company may sell the shares of an untraceable holder of overseas listed foreign shares in such manner deemed to be appropriate by the board of directors, subject to the following conditions:</p> <p>(I) the Company has at least distributed dividends for three times and no dividend has been claimed during a period of twelve years; and</p> <p>(II) upon the expiry of the twelve-year period, the Company shall give a notice by way of an announcement published in one or more newspaper(s) in the place where the securities of the Company are listed stating its intention to sell the shares and shall notify the securities regulatory authorities of the place where the securities of the Company are listed of such intention.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
154.	<p>SECTION 3 ENGAGEMENT OF ACCOUNTING FIRMS</p> <p>Article 223 The Company shall engage an independent accounting firm in accordance with the <i>Securities Law of the People's Republic of China</i> and other laws and regulations to audit its financial statements, verify its net assets and provide consultancy services. The accounting firm so appointed shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting and can be reappointed.</p>	<p>SECTION 3 ENGAGEMENT OF ACCOUNTING FIRMS</p> <p>Article 163 The Company shall engage an independent accounting firm in accordance with that conforms to the <i>Securities Law of the People's Republic of China</i> and other laws and regulations to audit its financial statements, verify its net assets and provide consultancy services. The accounting firm so appointed shall hold <u>one-year term of office which is renewable.</u> from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting and can be reappointed.</p>
155.	<p>Article 224 The appointment of the accounting firm of the Company shall be decided at a shareholders' general meeting, and the board of directors shall not appoint the accounting firm prior to obtaining approval at the shareholders' general meeting. Before the convening of shareholders' general meeting, the board of directors may fill any casual vacancy in the office of the accounting firm but while there is still any such vacancy, the surviving or continuing firm, if any, may act.</p>	<p>Article 164 The appointment of the accounting firm of the Company shall be decided at a shareholders' general meeting, and the board of directors shall not appoint the accounting firm prior to obtaining approval at the shareholders' general meeting. Before the convening of shareholders' general meeting, the board of directors may fill any casual vacancy in the office of the accounting firm but while there is still any such vacancy, the surviving or continuing firm, if any, may act.</p>
156.	<p>Article 226 An accounting firm engaged by the Company shall have the following rights:</p> <p>(I) the right to access the financial statements, records or vouchers of the Company and the right to require directors, the general manager and senior management of the Company to provide information and explanations;</p>	<p>Article 226 An accounting firm engaged by the Company shall have the following rights:</p> <p>(I) the right to access the financial statements, records or vouchers of the Company and the right to require directors, the general manager and senior management of the Company to provide information and explanations;</p>

No.	Original Articles	Revised Articles
	<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 shareholders' meetings, to receive notice of or information about the meetings of which shareholders have a right to receive, and to be heard at any shareholders' meetings on matters relating to its duties as the accounting firm of the Company.</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 shareholders' meetings, to receive notice of or information about the meetings of which shareholders have a right to receive, and to be heard at any shareholders' meetings on matters relating to its duties as the accounting firm of the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
157.	<p>Article 227 The shareholders' general meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.</p>	<p>Article 227 The shareholders' general meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
158.	<p>Article 228 The remuneration or basis of remuneration of an accounting firm shall be determined by ordinary resolution at the shareholders' general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p>	<p>Article 166 The audit expenses remuneration or basis of remuneration of an accounting firm shall be determined by ordinary resolution at a shareholders' general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p>
159.	<p>Article 229 The engagement, dismissal and non-renewal of engagement of an accounting firm for annual audit shall be determined by ordinary resolution at the shareholders' general meeting and be reported to the securities authority of the State Council for record.</p>	<p>Article 229 The engagement, dismissal and non-renewal of engagement of an accounting firm for annual audit shall be determined by ordinary resolution at the shareholders' general meeting and be reported to the securities authority of the State Council for record.</p>

No.	Original Articles	Revised Articles
	<p>Where a resolution of the shareholders' general meeting is to be passed to appoint an accounting firm to fill a casual vacancy, to reappoint a retiring accounting firm originally appointed by the board of directors to fill a causal vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) the motion of engagement or dismissal shall be sent, before the issue of the notice of the shareholders' general meeting, to the accounting firm proposed to be appointed or the retiring accounting firm or the accounting firm that has left its post during the fiscal year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(II) if the leaving accounting firm requests the Company to present its written statement to the shareholders, the Company shall (unless the receipt of the statement is too late):</p> <ol style="list-style-type: none"> 1. disclose in the notice of the resolution given to shareholders that the leaving accounting firm has made a statement; 2. provide a copy of the statement as an attachment to the notice to shareholders in accordance with these articles of association. <p>(III) if the statement is not sent in accordance with sub-paragraph (II) of this article, the accounting firm may require the statement to be read out at the shareholders' general meeting and may lodge a further appeal;</p> <p>(IV) a leaving accounting firm shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting at which its term of office would otherwise have expired; 2. any general meeting considering the filling of the vacancy caused by its removal; 3. any general meeting considering its resignation. 	<p>Where a resolution of the shareholders' general meeting is to be passed to appoint an accounting firm to fill a casual vacancy, to reappoint a retiring accounting firm originally appointed by the board of directors to fill a causal vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) the motion of engagement or dismissal shall be sent, before the issue of the notice of the shareholders' general meeting, to the accounting firm proposed to be appointed or the retiring accounting firm or the accounting firm that has left its post during the fiscal year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(II) if the leaving accounting firm requests the Company to present its written statement to the shareholders, the Company shall (unless the receipt of the statement is too late):</p> <ol style="list-style-type: none"> 1. disclose in the notice of the resolution given to shareholders that the leaving accounting firm has made a statement; 2. provide a copy of the statement as an attachment to the notice to shareholders in accordance with these articles of association. <p>(III) if the statement is not sent in accordance with sub-paragraph (II) of this article, the accounting firm may require the statement to be read out at the shareholders' general meeting and may lodge a further appeal;</p> <p>(IV) a leaving accounting firm shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting at which its term of office would otherwise have expired; 2. any general meeting considering the filling of the vacancy caused by its removal; 3. any general meeting considering its resignation.

No.	Original Articles	Revised Articles
	<p>The leaving accounting firm shall be entitled to receive all notices of, and information relating to, any such meeting, and to be heard at any such meeting about matters concerning it as the former accounting firm of the Company.</p>	<p>The leaving accounting firm shall be entitled to receive all notices of, and information relating to, any such meeting, and to be heard at any such meeting about matters concerning it as the former accounting firm of the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
160.	<p>Article 230 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the shareholders' general meeting.</p> <p>Where an accounting firm resigns, it shall make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:</p> <p>(I) a statement to the effect that there are no circumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) a presentation of any matters considered necessary.</p> <p>A copy of the notice shall be submitted to the competent authority within 14 days from the receipt of the notice. If the notice contains the representations referred to in the preceding two paragraphs, a copy of the notice shall be placed at the Company for the shareholders' inspection. The Company shall also send a copy of the notice to holders of overseas listed foreign shares by prepaid post to the addresses recorded in the register of shareholders.</p> <p>Where the notice of resignation of an accounting firm contains a statement of matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.</p>	<p>Article 167 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the shareholders' general meeting.</p> <p>Where an accounting firm resigns, it shall make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:</p> <p>(I) a statement to the effect that there are no circumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) a presentation of any matters considered necessary.</p> <p>A copy of the notice shall be submitted to the competent authority within 14 days from the receipt of the notice. If the notice contains the representations referred to in the preceding two paragraphs, a copy of the notice shall be placed at the Company for the shareholders' inspection. The Company shall also send a copy of the notice to holders of overseas listed foreign shares by prepaid post to the addresses recorded in the register of shareholders.</p> <p>Where the notice of resignation of an accounting firm contains a statement of matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.</p>

No.	Original Articles	Revised Articles
161.	<p>CHAPTER 10 NOTICES AND ANNOUNCEMENTS</p> <p>SECTION 1 NOTICES</p> <p>Article 231 The notices of the Company shall be delivered in any of the following manners:</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p>(III) other means in accordance with these articles of association.</p> <p>For the purpose of delivering corporate communication to H shareholders as required by the Hong Kong Listing Rules, the Company may post such notice to H shareholders on the designated website of the Company and/or the Hong Kong Stock Exchange or deliver such notice by electronic means, subject to the laws and regulations and the listing rules of the place where the shares of the Company are listed and these articles of association.</p> <p>“Corporate communication” refers to the documents issued or to be issued by the Company to its H shareholders or other persons, as required by the Hong Kong Listing Rules, for information or action, including but not limited to:</p> <ol style="list-style-type: none"> 1. the annual report of the Company, including the report of directors, the annual accounting statements, the auditing report and, if applicable, the summary of the financial report of the Company; 2. the interim report and, if applicable, the summary of the interim report of the Company; 3. notices of meetings; 4. listing documents; 5. circulars; 6. forms of proxy (as defined by the listing rules of the place where the shares of the Company are listed). 	<p>CHAPTER 910 NOTICES AND ANNOUNCEMENTS</p> <p>SECTION 1 NOTICES</p> <p>Article 168 The notices of the Company shall be delivered in any of the following manners:</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p><u>(III) by announcement on the website of the Company or the websites or newspapers designated by the stock exchange in accordance with the applicable laws, regulations and regulatory rules of the place where the shares of the Company are listed.</u></p> <p><u>(IV) by other means agreed upon in advance by the Company or the recipients, or acknowledged by the recipients upon receipt of the notice;</u></p> <p><u>(V) by other means approved by laws, regulations and regulatory rules of the place where the shares of the Company are listed or those prescribed by these Articles of Association.</u></p> <p>For the purpose of delivering corporate communication to H shareholders as required by the Hong Kong Listing Rules, the Company may post such notice to H shareholders on the designated website of the Company and/or the Hong Kong Stock Exchange or deliver such notice by electronic means, subject to the laws and regulations and the listing rules of the place where the shares of the Company are listed and these articles of association.</p> <p>“Corporate communication” refers to the documents issued or to be issued by the Company to its H shareholders or other persons, as required by the Hong Kong Listing Rules, for information or action, including but not limited to:</p> <ol style="list-style-type: none"> 1. the annual report of the Company, including the report of directors, the annual accounting statements, the auditing report and, if applicable, the summary of the financial report of the Company;

No.	Original Articles	Revised Articles
	If a notice is issued by way of an announcement in accordance with these articles of association, such announcement shall be published in accordance with the Hong Kong Listing Rules.	<p>2. the interim report and, if applicable, the summary of the interim report of the Company;</p> <p>3. notices of meetings;</p> <p>4. listing documents;</p> <p>5. circulars;</p> <p>6. forms of proxy (as defined by the listing rules of the place where the shares of the Company are listed).</p> <p>If a notice is issued by way of an announcement in accordance with these articles of association, such announcement shall be published in accordance with the Hong Kong Listing Rules.</p>
162.	Article 232 The notice of the Company to convene a shareholders' general meeting shall be delivered by hand, mail, facsimile or e-mail.	Article 169 The notice of the Company to convene a shareholders' general meeting shall be delivered by hand, mail, facsimile or , e-mail <u>or announcement.</u>
163.	Article 235 The recipient shall sign (or stamp) to acknowledge receipt if the notice of the Company is delivered by hand, and the notice shall be deemed received on the date of delivery. The notice is deemed received on the third business day after such notice is delivered by post if it is sent by post. The notice is deemed received on the date of the facsimile delivery report if it is sent by facsimile. The notice is deemed received on the date of transmission if it is sent by e-mail.	Article 172 The recipient shall sign (or stamp) to acknowledge receipt if the notice of the Company is delivered by hand, and the notice shall be deemed received on the date of delivery. The notice is deemed received on the third business day after such notice is delivered by post if it is sent by post. The notice is deemed received on the date of the facsimile delivery report if it is sent by facsimile; <u>and the notice sent by announcement shall be deemed effectively served on the date of its first publication.</u>

No.	Original Articles	Revised Articles
164.	<p>CHAPTER 11 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION</p> <p>SECTION 1 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL</p> <p>Article 238 Subject to approval by way of special resolution at a shareholders' general meeting, the Company may divide or merger with other companies in accordance with the laws, regulations and these articles of association.</p> <p>In the event of the merger or division of the Company, a plan shall be proposed by the board of directors for approval in accordance with these articles of association. Application for merger or division shall be processed in accordance with the laws. Shareholders who oppose the plan for merger or division of the Company may demand the Company or the shareholders consenting such a plan to purchase their shares at a fair price. Documents in respect of the resolution of the Company on the merger or division shall be prepared for inspection by the shareholders.</p> <p>The documents shall also be sent by post or other means in accordance with these articles of association to the holders of H shares.</p>	<p>CHAPTER 11 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION</p> <p>SECTION 1 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL</p> <p>Article 238 Subject to approval by way of special resolution at a shareholders' general meeting, the Company may divide or merger with other companies in accordance with the laws, regulations and these articles of association.</p> <p>In the event of the merger or division of the Company, a plan shall be proposed by the board of directors for approval in accordance with these articles of association. Application for merger or division shall be processed in accordance with the laws. Shareholders who oppose the plan for merger or division of the Company may demand the Company or the shareholders consenting such a plan to purchase their shares at a fair price. Documents in respect of the resolution of the Company on the merger or division shall be prepared for inspection by the shareholders.</p> <p>The documents shall also be sent by post or other means in accordance with these articles of association to the holders of H shares.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
165.	<p>SECTION 2 DISSOLUTION AND LIQUIDATION</p> <p>Article 246 The Company shall be dissolved and liquidated in accordance with the laws upon the occurrence of any of the following events:</p> <p>(I) expiry of the valid term of the business or the occurrence of other events of dissolution as stated in these articles of association;</p> <p>(II) a resolution for dissolution is passed by a shareholders' general meeting;</p> <p>(III) dissolution is necessary due to a merger or division of the Company;</p> <p>(IV) the Company is revoked of business license, ordered to close or canceled according to law;</p> <p>(V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10% of all shareholders' voting rights may petition a people's court to dissolve the Company.</p>	<p>SECTION 2 DISSOLUTION AND LIQUIDATION</p> <p>Article 182 The Company shall be dissolved and liquidated in accordance with the laws upon the occurrence of any of the following events <u>The Company may be dissolved in any of the following circumstances:</u></p> <p>(I) expiry of the valid term of the business or the occurrence of other events of dissolution as stated in these articles of association;</p> <p>(II) a resolution for dissolution is passed by a shareholders' general meeting;</p> <p>(III) dissolution is necessary due to a merger or division of the Company;</p> <p>(IV) the Company is revoked of business license, ordered to close or canceled according to law;</p> <p>(V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10% of all shareholders' voting rights may petition a people's court to dissolve the Company.</p>
166.	<p>Article 247 Upon the occurrence of the situation mentioned in sub-paragraph (I) of article 246, the Company may continue to exist by amending these articles of association.</p> <p>Amendments to these articles of association in accordance with the preceding paragraph shall be approved by not less than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.</p>	<p>Article 183 Upon the occurrence of the situation mentioned in sub-paragraph (I) of Article 182 article 246, the Company may continue to exist by amending these articles of association.</p> <p>Amendments to these articles of association in accordance with the preceding paragraph shall be approved by not less than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.</p>

No.	Original Articles	Revised Articles
167.	<p>Article 248 In the case of dissolution of the Company under sub-paragraph (I), (II), (IV) and (V) of article 246, a liquidation committee shall be formed within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The members of the liquidation committee shall be directors or other persons appointed by a shareholders' general meeting. If a liquidation committee is not established in time, the creditors may apply to the people's court to establish a liquidation committee by their appointment to proceed with the liquidation.</p>	<p>Article 184 In the case of dissolution of the Company under sub-paragraph (I), (II), (IV) and (V) of <u>Article 182</u> article 246, a liquidation committee shall be formed within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The members of the liquidation committee shall be directors or other persons appointed by a shareholders' general meeting. If a liquidation committee is not established in time, the creditors may apply to the people's court to establish a liquidation committee by their appointment to proceed with the liquidation.</p>
168.	<p>Article 249 Where the board of directors proposes to liquidate the Company due to causes other than insolvency, the board of directors shall issue a notice to convene a shareholders' general meeting to consider the liquidation. The notice shall include a statement that, after making a full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors and general manager shall cease. The Company shall not carry out any new business during its liquidation.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to produce reports at least once a year to the shareholders' general meeting on the income and expenditure of the liquidation committee, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting on completion of the liquidation.</p>	<p>Article 249 Where the board of directors proposes to liquidate the Company due to causes other than insolvency, the board of directors shall issue a notice to convene a shareholders' general meeting to consider the liquidation. The notice shall include a statement that, after making a full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors and general manager shall cease. The Company shall not carry out any new business during its liquidation.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to produce reports at least once a year to the shareholders' general meeting on the income and expenditure of the liquidation committee, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting on completion of the liquidation.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
169.	<p>Article 252 After the liquidation committee has thoroughly examined the assets of the Company and prepared the balance sheets and a list of assets, it shall formulate a liquidation plan for submission to the shareholders' general meeting or the people's court for confirmation. If the liquidation committee discovers that the assets of the Company are insufficient to pay its debts in full, it shall apply to the people's court for a declaration of bankruptcy in accordance with the laws.</p> <p>After the people's court has ruled for the Company to declare bankruptcy, the liquidation of the Company shall be dealt with by the people's court.</p>	<p>Article 187 After the liquidation committee has thoroughly examined the assets of the Company and prepared the balance sheets and a list of assets, it shall formulate a liquidation plan for submission to the shareholders' general meeting or the people's court for confirmation. If the liquidation committee discovers that the assets of the Company are insufficient to pay its debts in full, it shall apply to the people's court for a declaration of bankruptcy in accordance with the laws.</p> <p>After the people's court has ruled for the Company to declare bankruptcy, the liquidation of the Company shall be dealt with by the people's court.</p> <p><u>Upon payment of liquidation expenses, employee remuneration, social insurance premiums, statutory compensation, tax obligations and company debt, the residual assets shall be distributed among shareholders in proportion to their respective holdings.</u></p> <p><u>The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation.</u></p> <p><u>The distribution of assets to shareholders prior to the satisfaction of the aforementioned obligations shall not be permitted.</u></p>
170.		<p><i>(newly added)</i></p> <p><u>Article 188 If the liquidation committee, after thoroughly examining the assets of the Company and preparing the balance sheets and a list of assets, discovers that the assets of the Company are insufficient to pay its debts in full, it shall apply to the people's court for a declaration of bankruptcy in accordance with the laws.</u></p> <p><u>After the people's court has ruled for the Company to declare bankruptcy, the liquidation of the Company shall be dealt with by the people's court.</u></p>

No.	Original Articles	Revised Articles
171.	<p>Article 253 After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report, a statement of income and expense and financial accounts in respect of the liquidation period for verification by a certified public accountant in China before they are submitted to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall then deliver the same to the competent administration of industry and commerce within 30 days from the date of confirmation of the liquidation report by the shareholders' general meeting or the competent authorities, apply for the deregistration of the Company and announce the termination of the Company.</p>	<p>Article 189 After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report and, a statement of income and expense and financial accounts in respect of the liquidation period for verification by a certified public accountant in China before they are submitted submit it to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall then deliver the liquidation report to the companies registry within 30 days from the date of confirmation of the liquidation report by the shareholders' general meeting or the competent authorities, apply for the deregistration of the Company and announce the termination of the Company.</p>
172.	<p>Article 254 Settlement of liabilities out of the properties of the Company shall be made in the following order:</p> <p>(I) liquidation expenses;</p> <p>(II) wages due to employees of the Company, labor insurance fees and statutory compensation;</p> <p>(III) taxes payable;</p> <p>(IV) debts of the Company.</p> <p>The residual assets of the Company after settlement of all liabilities shall be distributed to the shareholders of the Company according to the class and proportion of their shareholdings.</p>	<p>Article 254 Settlement of liabilities out of the properties of the Company shall be made in the following order:</p> <p>(I) liquidation expenses;</p> <p>(II) wages due to employees of the Company, labor insurance fees and statutory compensation;</p> <p>(III) taxes payable;</p> <p>(IV) debts of the Company.</p> <p>The residual assets of the Company after settlement of all liabilities shall be distributed to the shareholders of the Company according to the class and proportion of their shareholdings.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
173.	<p>Article 256 After inspection of the properties of the Company and preparation of the balance sheet and list of assets, if the liquidation committee realizes that the Company does not have sufficient assets to meet its liabilities, it must apply immediately to the people's court for a declaration of bankruptcy. After such declaration of bankruptcy by the people's court, the liquidation shall be dealt with by the people's court. Liquidation of a company declared bankrupt in accordance with the laws shall be processed in accordance with the laws of corporate bankruptcy.</p>	<p>Article 191 After inspection of the properties of the Company and preparation of the balance sheet and list of assets, if the liquidation committee realizes that the Company does not have sufficient assets to meet its liabilities, it must apply immediately to the people's court for a declaration of bankruptcy. After such declaration of bankruptcy by the people's court, the liquidation shall be dealt with by the people's court. Liquidation of a company declared bankrupt in accordance with the laws shall be processed in accordance with the laws of corporate bankruptcy.</p>
174.	<p>Article 257 After completion of the liquidation, the liquidation committee shall prepare and submit a liquidation report to a shareholders' general meeting or a people's court for confirmation. Subject to such confirmation, the report shall be submitted to the company registration authority for the deregistration of the Company. An announcement of its termination shall be published.</p>	<p>Article 257 After completion of the liquidation, the liquidation committee shall prepare and submit a liquidation report to a shareholders' general meeting or a people's court for confirmation. Subject to such confirmation, the report shall be submitted to the company registration authority for the deregistration of the Company. An announcement of its termination shall be published.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
175.	<p>CHAPTER 12 AMENDMENTS OF THESE ARTICLES OF ASSOCIATION</p> <p>Article 258 Amendments shall be made to these articles of association by the Company in any of the following circumstances:</p> <p>(I) after an amendment of the Company Law or the laws and regulations, and there is any conflict between the provisions of these articles of association and those of the amended Company Law and laws and regulations;</p> <p>(II) there are changes in the particulars of the Company which are different from that set out in these articles of association;</p> <p>(III) a resolution of a shareholders' general meeting is passed to amend these articles of association;</p> <p>(IV) Registration shall be made in respect of the amendment of these articles of association involving changes in particulars of registration required by the laws and regulations. The amendment of these articles of association involving the matters of the Mandatory Provisions shall become effective upon approval from the company approval department under the State Council and the securities regulatory authorities under the State Council. The amendment of these articles of association involving changes in particulars of the registration of the Company shall be registered in accordance with the laws.</p>	<p>CHAPTER 11 AMENDMENTS OF THESE ARTICLES OF ASSOCIATION</p> <p>Article 192 Amendments shall be made to these articles of association by the Company in any of the following circumstances:</p> <p>(I) after an amendment of the Company Law or the laws and regulations, and there is any conflict between the provisions of these articles of association and those of the amended Company Law and laws and regulations;</p> <p>(II) there are changes in the particulars of the Company which are different from that set out in these articles of association;</p> <p>(III) a resolution of a shareholders' general meeting is passed to amend these articles of association.</p> <p>(IV) Registration shall be made in respect of the amendment of these articles of association involving changes in particulars of registration required by the laws and regulations. The amendment of these articles of association involving the matters of the Mandatory Provisions shall become effective upon approval from the company approval department under the State Council and the securities regulatory authorities under the State Council. The amendment of these articles of association involving changes in particulars of the registration of the Company shall be registered in accordance with the laws.</p>
176.		<p><i>(newly added)</i></p> <p><u>Article 193 Amendments of the matters of these Articles of Association adopted by a resolution of the shareholders' general meeting which are subject to approvals from relevant competent authority shall be submitted to the original competent authority for approval; if there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law.</u></p>
177.		<p><i>(newly added)</i></p> <p><u>Article 195 If amendments to these Articles of Association need to be disclosed pursuant to laws and regulations, they shall be disclosed accordingly.</u></p>

No.	Original Articles	Revised Articles
178.	<p>CHAPTER 13 DISPUTE RESOLUTION</p> <p>Article 260 The Company shall abide by the following principles for dispute resolution:</p> <p>(I) For disputes or claims between holders of the overseas listed foreign shares and the Company, between holders of the overseas listed foreign shares and the directors, supervisors, general manager or senior management of the Company, between the Company and its directors or senior management, or between holders of the overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations under these articles of association, the Company Law and laws and regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to above is submitted to arbitration, the entire claim or dispute shall be referred to arbitration and all parties who have a cause of action based on the same facts giving rise to the dispute or claim, or whose participation is necessary for the resolution of such dispute or claim, shall agree with the arbitration if such party is the Company, its shareholders, directors, supervisors, general manager or senior management of the Company.</p> <p>Disputes in respect of the identification of shareholders and the register of shareholders may not be resolved by arbitration.</p> <p>(II) A claimant may select to refer the same for arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body selected by the claimant. If a claimant refers the same for arbitration to the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p>	<p>CHAPTER 13 DISPUTE RESOLUTION</p> <p>Article 260 The Company shall abide by the following principles for dispute resolution:</p> <p>(I) For disputes or claims between holders of the overseas listed foreign shares and the Company, between holders of the overseas listed foreign shares and the directors, supervisors, general manager or senior management of the Company, between the Company and its directors or senior management, or between holders of the overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations under these articles of association, the Company Law and laws and regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to above is submitted to arbitration, the entire claim or dispute shall be referred to arbitration and all parties who have a cause of action based on the same facts giving rise to the dispute or claim, or whose participation is necessary for the resolution of such dispute or claim, shall agree with the arbitration if such party is the Company, its shareholders, directors, supervisors, general manager or senior management of the Company.</p> <p>Disputes in respect of the identification of shareholders and the register of shareholders may not be resolved by arbitration.</p> <p>(H) A claimant may select to refer the same for arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body selected by the claimant. If a claimant refers the same for arbitration to the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p>

No.	Original Articles	Revised Articles
	<p>(III) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (I), the laws of the People’s Republic of China (excluding the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) shall apply, save as otherwise provided in the laws and regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p> <p>(V) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p>	<p>(III) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (I), the laws of the People’s Republic of China (excluding the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) shall apply, save as otherwise provided in the laws and regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p> <p>(V) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
179.	<p>CHAPTER 14 SUPPLEMENTARY PROVISIONS</p> <p>Article 261 Definitions</p> <p>(I) “De facto controller(s)” refers to any party who is not a shareholder of the Company but may have a de facto control on any acts of the Company through investment, agreements or any other arrangements.</p> <p>(II) “Connected relationship” refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors, senior management of the Company and any enterprise(s) directly or indirectly controlled by the Company, and other relationships that may lead to a transfer of interests of the Company. State-controlled enterprises, however, shall not be connected by the virtue of being controlled by the state.</p>	<p>CHAPTER 12 SUPPLEMENTARY PROVISIONS</p> <p>Article 196 Definitions</p> <p><u>(I) “Controlling shareholder” refers to a shareholder whose ownership of ordinary shares (including preferred shares with restored voting rights) exceeds fifty percent of the total share capital of the company. Alternatively, it refers to a shareholder whose ownership, though less than fifty percent, possesses voting rights that are deemed sufficient to exert significant influence over resolutions at the shareholders’ general meeting.</u></p> <p>(II) “De facto controller(s)” refers to any party who is not a shareholder of the Company but may have a de facto control on any acts of the Company through investment, agreements or any other arrangements.</p>

No.	Original Articles	Revised Articles
	<p>(III) “Subsidiary(ies) of the Company” refers to a company in which the Company holds more than 50% of its shares or may determine the election of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.</p> <p>(IV) “RMB” refers to Renminbi, the lawful currency of the People’s Republic of China, unless the context otherwise specifies.</p>	<p>(III) “Connected relationship” refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors, senior management of the Company and any enterprise(s) directly or indirectly controlled by the Company, and other relationships that may lead to a transfer of interests of the Company. State-controlled enterprises, however, shall not be connected by the virtue of being controlled by the state.</p> <p>(IV) “Subsidiary(ies) of the Company” refers to a company in which the Company holds more than 50% of its shares or may determine the election of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.</p> <p>(V) “RMB” refers to Renminbi, the lawful currency of the People’s Republic of China, unless the context otherwise specifies.</p>
180.	Article 262 The term “accounting firm” referred herein shall have the same meaning as the term “auditor”.	Article 197 The term “accounting firm” referred herein shall have the same meaning as the term “auditor”. <u>Unless explicitly specified by applicable laws, administrative regulations, or relevant regulatory rules of the stock exchange where the company’s shares are listed, the term “independent non-executive director” as used in these articles shall be deemed synonymous with “independent director”.</u>
181.	Article 264 Any matter not contained in these articles of association shall be agreed upon by the shareholders of the Company by written agreements. If there is any conflict between these articles of association and such written agreements entered into by and between the shareholders, the written agreements shall prevail.	<p>Article 264 Any matter not contained in these articles of association shall be agreed upon by the shareholders of the Company by written agreements. If there is any conflict between these articles of association and such written agreements entered into by and between the shareholders, the written agreements shall prevail.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

**Comparison Table of Amendments to the Rules of Procedures for the Shareholders'
General Meeting**

Original Articles	Revised Articles
<p>Article 1 To regulate the conduct of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and ensure that the shareholders’ general meeting legitimately exercises its powers and functions, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>State Council Special Provisions on the Overseas Offering and Listing of Shares of Companies Limited by Shares</i>, the <i>Mandatory Provisions of the Articles of Association of Companies Listed Overseas</i>, the <i>Letter of Opinions on Supplementary Amendments to the Articles of Association of Hong Kong Listed Companies</i>, the <i>Opinions on Further Promoting the Standardized Operation and Deepened Reforms of Overseas Listed Companies</i>, the <i>Reply of the State Council to the Adjustment of Regulations Applicable to the Provisions of the Notification Period for General Meetings of Overseas Listed Companies and Other Matters</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules for the Shareholders’ General Meetings of Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”) and other relevant laws, administrative regulations and rules (the “laws and regulations”) as well as the relevant provisions of the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 To regulate the conduct of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and ensure that the shareholders’ general meeting legitimately exercises its powers and functions, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</i>, the <i>Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>State Council Special Provisions on the Overseas Offering and Listing of Shares of Companies Limited by Shares</i>, the <i>Mandatory Provisions of the Articles of Association of Companies Listed Overseas</i>, the <i>Letter of Opinions on Supplementary Amendments to the Articles of Association of Hong Kong Listed Companies</i>, the <i>Opinions on Further Promoting the Standardized Operation and Deepened Reforms of Overseas Listed Companies</i>, the <i>Reply of the State Council to the Adjustment of Regulations Applicable to the Provisions of the Notification Period for General Meetings of Overseas Listed Companies and Other Matters</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules for the Shareholders’ General Meetings of Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”) and other relevant laws, administrative regulations and rules (the “laws and regulations”) as well as the relevant provisions of the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Articles of Association”).</p>
	<p>(newly added)</p> <p>Article 9 If the supervisory committee or shareholders decide(s) to convene a shareholders’ general meeting on its/their own, a written notice shall be submitted to the board of directors. A resolution shall be considered and approved at the shareholders’ general meeting where the convening shareholder shall hold no less than 10% of the shares of the Company.</p>

Original Articles	Revised Articles
	<p><i>(newly added)</i></p> <p>Article 10 When the supervisory committee or shareholders convene(s) a general meeting on its/their own, the board of directors and the secretary to the board of directors shall offer their support. The board of directors shall furnish the register of shareholders as of the record date.</p>
<p>Article 10 The proposals shall fall within the scope of functions and powers of the shareholders' general meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws and regulations and the Articles of Association.</p>	<p>Article 12 The proposals put forward to the shareholders' general meetings shall fall within the scope of functions and powers of the shareholders' general meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws and regulations and the Articles of Association.</p>
<p>Article 11 Except where the Articles of Association impose additional requirements on shareholders raising specific proposals, shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.</p> <p>Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.</p> <p>Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 10 of these Rules shall not be voted on or resolved at the shareholders' general meeting.</p>	<p>Article 13 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.</p> <p>Except where the Articles of Association impose additional requirements on shareholders raising specific proposals, shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.</p> <p>Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.</p> <p>Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 12 of these Rules shall not be voted on or resolved at the shareholders' general meeting.</p>

Original Articles	Revised Articles
<p>Article 12 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 20 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.</p> <p>The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations.</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:</p> <p>(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p> <p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of "20 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>	<p>Article 14 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 21 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.</p> <p>The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. Alternatively, the notice of shareholders' general meeting can be published on the website of the Company or the websites designated by the Hong Kong Stock Exchange in accordance with the applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. If, subject to the Company's Articles of Association, a notice shall be issued to holders of overseas listed foreign shares, the said notice shall also be published in such manner as stipulated by the Hong Kong Listing Rules. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations.</p> <p>to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p> <p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of "21 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>

Original Articles	Revised Articles
<p>Article 13 Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p> <p>If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p>	<p>Article 13 Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p> <p>If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p>

Original Articles	Revised Articles
<p>Article 14 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether they are subject to the punishment of competent securities regulator and the penalty of stock exchanges;</p> <p>Election of each candidate for director or supervisor shall be conducted by separate resolution.</p>	<p>Article 15 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether they are subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges the punishment of the CSRC and other relevant departments and the penalty of stock exchanges;</p> <p>(V) information of the directors or supervisors newly appointed, re-elected or re-designated required to be disclosed under the Hong Kong Listing Rules.</p> <p>Except for the election of directors and supervisors through cumulative voting, election of each candidate for director or supervisor shall be conducted by separate resolution.</p>

Original Articles	Revised Articles
<p>Article 15 The notice of a shareholders' general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state the matters to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p>	<p>Article 15 The notice of a shareholders' general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state the matters to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p>

Original Articles	Revised Articles
<p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;</p> <p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting.</p> <p>Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals. Where the opinions of an independent non- executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>Where a shareholders' general meeting is held via the Internet or by other means, the notice of the shareholders' general meeting shall specify the time and procedures of Internet voting or otherwise.</p>	<p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;</p> <p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting.</p> <p>(I) specify the time, venue and duration of the meeting;</p> <p>(II) state the matters and proposals to be deliberated at the meeting;</p> <p>(III) contain a statement explicitly stating that all holders of ordinary shares (including preferred shareholders with restored voting rights) are entitled to attend the shareholders' general meeting in person or by proxy and to vote on their behalf and that such proxies need not be a shareholder;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p>

Original Articles	Revised Articles
	<p>(V) specify the name and telephone number of the contact person of the meeting;</p> <p>(VI) specify the time and procedures for voting via the Internet or by other means;</p> <p>(VII) contain other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these Articles of Association.</p> <p>Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals. Where the opinions of an independent non- executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>Where a shareholders' general meeting is held via the Internet or by other means, the notice of the shareholders' general meeting shall specify the time and procedures of Internet voting or otherwise.</p>
<p>Article 16 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or canceled and the proposals set out in the notice shall not be canceled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date.</p>	<p>Article 17 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date. If the Company changes the venue or time of a shareholders' general meeting, it shall give adequate prior notice to the shareholders.</p>

Original Articles	Revised Articles
<p>Article 17 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting.</p> <p>A shareholders' general meeting shall be convened on-site at a venue and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Article 18 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.</p> <p>A shareholders' general meeting shall be convened on-site at a venue or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p> <p>A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.</p>

Original Articles	Revised Articles
	<p>If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting to speak and ask questions during the meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.</p> <p>Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall serve a notice on the shareholders make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.</p>
<p>Article 19 Where a shareholders' general meeting is held via the Internet or by other means, the notice of the shareholders' general meeting shall specify the time and procedures of Internet voting or otherwise.</p>	<p>Article 19 Where a shareholders' general meeting is held via the Internet or by other means, the notice of the shareholders' general meeting shall specify the time and procedures of Internet voting or otherwise.</p>

Original Articles	Revised Articles
To be added	<p>Article 21 All holders of the Company's ordinary shares (including preferred shareholders with restored voting rights) whose names appear in the register of shareholders as of the record of or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with the applicable laws, regulations and the Articles of Association.</p> <p>A shareholder may either attend and vote at the shareholders' general meeting in person or appoint a proxy to attend, speak and vote on his/her behalf.</p>
To be added	<p>Article 25 When the shareholders' general meeting is convened, all members of the board of directors, supervisors, and the board secretary shall attend the meeting, while the general manager and other senior officers shall attend the meeting but without voting rights.</p>
<p>Article 24 A shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting. If no chairman of the meeting has been designated, the shareholders present shall elect one person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his proxy) present in person or by proxy who holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p>	<p>Article 26 A shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting. If no chairman of the meeting has been designated, the shareholders present shall elect one person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his proxy) present in person or by proxy who holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p>

Original Articles	Revised Articles
<p>Article 29 When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p> <p>No voting rights shall be attached to the shares held by the Company, and such shares shall not be counted among the total number of voting shares held by the shareholders present at a shareholders' general meeting.</p>	<p>Article 31 When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p> <p>When a shareholder (including his/her proxy) exercises his/her voting rights based on the number of voting shares which he/she represents, each share shall entitle him/her to one vote.</p> <p>No voting rights shall be attached to the shares held by the Company, and such shares shall not be counted among the total number of voting shares held by the shareholders present at a shareholders' general meeting.</p>
<p>Article 30 When a proposal is considered at a shareholders' general meeting, no amendment shall be made unless such amendment is deemed to be made as a new proposal which shall not be voted on at the current shareholders' general meeting.</p>	<p>Article 32 When a proposal is considered at a shareholders' general meeting, no amendment shall be made unless such amendment is deemed to be made as a new proposal which shall not be voted on at the current shareholders' general meeting.</p>
<p>Article 31 A vote may only be cast by either on-site voting, network or other voting methods. If one vote is cast by more than one method, the first vote shall prevail.</p>	<p>Article 33 A vote may only be cast by either on-site voting, network or other voting methods. If one vote is cast by more than one method, the first vote shall prevail.</p>
<p>Article 32 The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</p>	<p>Article 34 The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</p>

Original Articles	Revised Articles
<p>Article 33 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.</p>	<p>Article 33 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.</p>
<p>Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>	<p>Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>
<p>Article 35 Where the number of votes for and against are equal, the chairman of the meeting shall be entitled to cast one additional vote, irrespective of voting by show of hands or by poll.</p>	<p>Article 35 Where the number of votes for and against are equal, the chairman of the meeting shall be entitled to cast one additional vote, irrespective of voting by show of hands or by poll.</p>
<p>Article 37 Before the shareholders' general meeting votes on a proposal, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. Where a shareholder has an interest in a matter being deliberated, he/she and his/her proxy may not participate in the vote counting or vote scrutiny.</p> <p>When the shareholders' general meeting votes on a proposal, the shareholders' representatives and supervisors' representatives shall be jointly responsible for counting the votes and scrutinizing the vote count. Any shareholder or his/her proxy voting via Internet or other means is entitled to verify his/her vote through the corresponding voting system.</p>	<p>Article 36 Before the shareholders' general meeting votes on a proposal, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder has a material interest in a matter being considered, he/she and his/her proxy may not participate in the vote counting or vote scrutiny.</p> <p>When the shareholders' general meeting votes on a proposal, the shareholders' representatives and supervisors' representatives shall be jointly responsible for counting the votes and scrutinizing the vote count and shall announce the results of the vote on the spot. The results of the votes on the resolutions shall be entered into the minutes of the meeting.</p> <p>Any shareholder or his/her proxy voting via Internet or other means is entitled to verify his/her vote through the corresponding voting system.</p>

Original Articles	Revised Articles
<p>Article 38 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers, major shareholders and Internet service provider, involved in the voting in person, via the Internet or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>	<p>Article 37 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers and major shareholders, involved in the voting in person or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>
<p>SECTION 5 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS Article 44-52</p>	<p>SECTION 5 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS Article 44-52</p>
<p>Article 57 These Rules shall take effect upon being approved by the shareholders' general meeting of the Company and from the date of listing and trading of the Company's overseas listed foreign shares (H shares) on the Hong Kong Stock Exchange (Main Board).</p>	<p>Article 57 These Rules shall take effect upon being approved by the shareholders' general meeting of the Company and from the date of listing and trading of the Company's overseas listed foreign shares (H shares) on the Hong Kong Stock Exchange (Main Board).</p>

**Comparison Table of Amendments to the Rules of Procedures for the Board of
Directors Meeting**

Original Articles	Revised Articles
<p>Article 1 To clearly define the powers and responsibilities of the board of directors of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and ensure the board’s efficiency and informed decision-making, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Special Regulations of the State Council for Overseas Shares Offerings and Listings of Joint Stock Limited Companies</i>, the <i>Mandatory Provisions of the Articles of Association of Companies Listed Overseas</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>, the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd.</i> (the “Articles of Association”) and other applicable national laws, administrative regulations and rules of the State Council (the “laws and regulations”).</p>	<p>Article 1 To clearly define the powers and responsibilities of the board of directors of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and ensure the board’s efficiency and informed decision-making, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</i>, the <i>Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Special Regulations of the State Council for Overseas Shares Offerings and Listings of Joint Stock Limited Companies</i>, the <i>Mandatory Provisions of the Articles of Association of Companies Listed Overseas</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>, the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd.</i> (the “Articles of Association”) and other applicable national laws, administrative regulations and rules of the State Council (the “laws and regulations”).</p>
<p>Article 5 The board of directors shall convene a minimum of two meetings annually, called by the chairman of the board of directors. The board office is required to serve written notices on all directors and supervisors at least 10 days prior to the meeting.</p>	<p>Article 5 The board of directors shall convene a minimum of two meetings annually, called by the chairman of the board of directors. The board office is required to serve written notices on all directors and supervisors at least 10 days prior to the meeting.</p>

Original Articles	Revised Articles
<p>Article 6 The board of directors shall hold at least four regular meetings each year on a quarterly basis. The chairman of the board of directors shall convene and preside over regular board meetings, and the board office shall give written notices to all directors and supervisors as well as the general manager and the board secretary at least 14 days prior to the meetings.</p> <p>In the case of an extraordinary board meeting, the board office shall, in principle, give written notices to all directors and supervisors as well as the general manager and the board secretary at least 5 days prior to the meeting. In urgent situations necessitating the immediate convening of an extraordinary board meeting, notices may be circulated by phone calls or other verbal means, with the convener providing an explanation at the meeting.</p> <p>Notices of board meetings may be delivered in person or by email, phone, mail or fax. If the notices are not delivered in person, confirmation shall be made by phone, and appropriate records shall be maintained.</p>	<p>Article 5 Meetings of the board of directors include regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year on a quarterly basis. The chairman of the board of directors shall convene and preside over regular board meetings, and the board office shall give written notices to all directors and supervisors as well as the general manager and the board secretary at least 14 days prior to the meetings.</p> <p>In the case of an extraordinary board meeting, the board office shall, in principle, give written notices to all directors and supervisors as well as the general manager and the board secretary at least 5 days prior to the meeting. In urgent situations necessitating the immediate convening of an extraordinary board meeting, notices may be circulated by phone calls or other verbal means, with the convener providing an explanation at the meeting.</p> <p>Notices of board meetings may be delivered in person or by email, phone, mail or fax. If the notices are not delivered in person, confirmation shall be made by phone, and appropriate records shall be maintained.</p> <p>The aforesaid notice period may be exempted at the discretion of the board of directors. A director who is present and raises no objection to the non-compliance of the requirements for notice before or at the commencement of the meeting shall be deemed to have received the notice of the meeting.</p>

Original Articles	Revised Articles
<p>To be added</p>	<p>Article 6 The Company shall notify independent directors of board meetings in a timely manner, providing relevant meeting materials no later than the deadlines specified in laws, administrative regulations, CSRC rules, the Articles of Association or these Rules. Additionally, the Company shall establish effective communication channels for independent directors.</p> <p>Prior to a board meeting, independent directors are entitled to communicate with the board secretary to inquire about agenda items, request supplementary materials, and provide opinions and suggestions. The board of directors and related personnel are obligated to thoroughly examine the questions, requests and opinions posed by independent directors, and provide timely feedback on the implementation of proposed modifications and other matters.</p> <p>Should two or more independent directors determine that the meeting materials are incomplete, the arguments are insufficient or the materials were not provided in a timely manner, they may formally request the board of directors to postpone the meeting or the deliberation of the relevant matter. And the board of directors shall accommodate such requests.</p>

Original Articles	Revised Articles
<p>Article 7 The board of directors shall convene an extraordinary meeting under any of the following circumstances:</p> <p>(I) upon proposal by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) upon proposal by one-third or more of the directors jointly;</p> <p>(III) upon proposal by more than half of the independent directors;</p> <p>(IV) upon proposal by the board of supervisors;</p> <p>(V) when deemed necessary by the chairman of the board;</p> <p>(VI) upon proposal by the general manager;</p> <p>(VII) when requested by the competent securities regulator;</p> <p>(VIII) any other circumstance as specified in the Articles of Association.</p>	<p>Article 7 The board of directors shall convene an extraordinary meeting under any of the following circumstances:</p> <p>(I) upon proposal by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) upon proposal by one-third or more of the directors jointly;</p> <p>(III) upon proposal by at least half of the independent directors;</p> <p>(IV) upon proposal by the board of supervisors;</p> <p>(V) when deemed necessary by the chairman of the board;</p> <p>(VI) upon proposal by the general manager;</p> <p>(VII) when requested by the competent securities regulator;</p> <p>(VIII) any other circumstance as specified in the Articles of Association.</p>
<p>Article 9 The written notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the form of convening the meeting;</p> <p>(III) the agenda items (proposals);</p> <p>(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(V) the meeting materials required for the directors to vote;</p> <p>(VI) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;</p> <p>(VII) the contact and contact information.</p>	<p>Article 9 The written notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the form of convening the meeting;</p> <p>(III) the agenda items (proposals);</p> <p>(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(V) the meeting materials required for the directors to vote;</p> <p>(V) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;</p> <p>(VI) the contact and contact information.</p>

Original Articles	Revised Articles
<p>Article 11 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. In case that the minimum quorum is not satisfied because any director refuses to attend or is negligent in attending the meeting, the chairman and secretary of the board shall promptly report to the competent regulator.</p>	<p>Article 11 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. In case that the minimum quorum is not satisfied because any director refuses to attend or is negligent in attending the meeting, the chairman and secretary of the board shall promptly report to the competent regulator.</p>
<p>Article 14 The delegation and representation of attendance at board meetings shall adhere to the following principles:</p> <p>(I) Non-affiliated directors may not delegate affiliated directors to attend the meeting deliberating on connected transactions, nor shall affiliated directors accept delegate from non-affiliated directors;</p> <p>(II) Directors may not designate another director by way of discretionary delegation to attend the meeting without disclosing their personal opinions and voting intentions regarding the proposals, nor shall directors accept discretionary or unclear delegation;</p> <p>(III) A director may not accept delegation from more than two other directors, nor shall a director delegate another director who has already accepted delegation from two other directors to attend the meeting.</p>	<p>Article 14 The delegation and representation of attendance at board meetings shall adhere to the following principles:</p> <p>(I) Non-affiliated directors may not delegate affiliated directors to attend the meeting deliberating on connected transactions, nor shall affiliated directors accept delegate from non-affiliated directors;</p> <p>(II) Independent directors may not delegate non-independent directors to attend the meeting, not shall non-independent directors accept delegation from independent directors;</p> <p>(III) Directors may not designate another director by way of discretionary delegation to attend the meeting without disclosing their personal opinions and voting intentions regarding the proposals, nor shall directors accept discretionary or unclear delegation;</p> <p>(IV) A director may not accept delegation from more than two other directors, nor shall a director delegate another director who has already accepted delegation from two other directors to attend the meeting.</p>

Original Articles	Revised Articles
<p>Article 20 The chairman of the board meeting shall solicit clear opinions separately from the attending directors on each proposal. Where any director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal, affects the speeches of other directors or hinders the normal process of the meeting, the chairman of the meeting shall promptly stop him/her.</p>	<p>Article 20 The chairman of the board meeting shall solicit clear opinions separately from the attending directors on each proposal.</p> <p>For the proposals which are specified to be approved by the independent directors in advance, the chairman of the meeting shall appoint one independent director to read out the written approval opinion of independent directors before relevant proposals are discussed.</p> <p>Where any director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal, affects the speeches of other directors or hinders the normal process of the meeting, the chairman of the meeting shall promptly stop him/her.</p>
<p>Article 21 The directors shall carefully read the meeting materials and shall express well-informed, independent and discreet opinions.</p> <p>The directors may, before the meeting, learn and inquire about information needed for decision making from relevant individuals or organizations such as the board office, the convener of the meeting, the general manager and other senior officers, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chairman that the aforesaid individuals or organizations make relevant explanations.</p> <p>Where the issues relating to profit distribution shall be resolved at the board meeting, the board may submit the proposed distribution plan to the certified public accountants and request issuance of a draft audit report based on this plan (where other financial data except those concerning profit distribution has been confirmed). Upon the board's resolution on the profit distribution, it shall then request the certified public accountants to provide a formal audit report. Following this, the board shall base its decisions on other relevant matters in the regular reports on the formal audit report provided by the certified public accountants.</p>	<p>Article 21 The directors shall carefully read the meeting materials and shall express well-informed, independent and discreet opinions.</p> <p>The directors may, before the meeting, learn and inquire about information needed for decision making from relevant individuals or organizations such as the board office, the convener of the meeting, the general manager and other senior officers, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chairman that the aforesaid individuals or organizations make relevant explanations.</p> <p>Where the issues relating to profit distribution shall be resolved at the board meeting, the board may submit the proposed distribution plan to the certified public accountants and request issuance of a draft audit report based on this plan (where other financial data except those concerning profit distribution has been confirmed). Upon the board's resolution on the profit distribution, it shall then request the certified public accountants to provide a formal audit report. Following this, the board shall base its decisions on other relevant matters in the regular reports on the formal audit report provided by the certified public accountants.</p>

Original Articles	Revised Articles
<p>Article 22 After adequate discussion of the proposals, the chairman shall ask the attending directors to vote on the proposals separately at appropriate time.</p> <p>Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a director may be for, against or abstention. Every attending director shall choose one out of the aforesaid intents. Where any director does not make any option or makes two or more options, the chairman shall require the said director to make an option again, otherwise the said director shall be deemed to have abstained from voting; any director who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting. In the event that the aforementioned circumstances arise during a meeting held off site, the convener of the meeting or the secretary of the board may request the director in question to make an option again within a reasonable period. Failure to do so shall be deemed as abstention.</p> <p>When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p> <p>Where more than half of the attending directors consider that they cannot make judgments on relevant issues because the relevant proposal is not clear or specific or the meeting materials are inadequate, the chairman shall require the meeting to defer voting on the said proposal. The director proposing suspension of voting shall provide definite requirements for the conditions to be met for resubmitting the said proposal for deliberation.</p>	<p>Article 22 After adequate discussion of each proposals, the chairman shall ask the attending directors to vote on the proposals separately at appropriate time.</p> <p>Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a director may be for, against or abstention. Every attending director shall choose one out of the aforesaid intents. Where any director does not make any option or makes two or more options, the chairman shall require the said director to make an option again, otherwise the said director shall be deemed to have abstained from voting; any director who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting. In the event that the aforementioned circumstances arise during a meeting held off site, the convener of the meeting or the secretary of the board may request the director in question to make an option again within a reasonable period. Failure to do so shall be deemed as abstention.</p> <p>When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p> <p>Where more than half of the attending directors consider that they cannot make judgments on relevant issues because the relevant proposal is not clear or specific or the meeting materials are inadequate, the chairman shall require the meeting to defer voting on the said proposal. The director proposing suspension of voting shall provide definite requirements for the conditions to be met for resubmitting the said proposal for deliberation.</p>

Original Articles	Revised Articles
<p>Article 23 After voting of the attending directors by casting paper ballots, the securities affairs representative and relevant staff of the board office shall promptly collect ballots cast by the directors, which ballots shall be counted by the secretary of the board under the supervision of other directors.</p>	<p>Article 23 After voting of the attending directors by casting paper ballots, the securities affairs representative and relevant staff of the board office shall promptly collect ballots cast by the directors, which ballots shall be counted by the secretary of the board under the supervision of other directors.</p>
<p>Article 25 If the chairman has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman does not conduct a recount of the votes and an attending director challenges the result of a vote announced by the chairman, the director has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman shall promptly organize a recount of the votes.</p>	<p>Article 25 If the chairman has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman does not conduct a recount of the votes and an attending director challenges the result of a vote announced by the chairman, the director has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman shall promptly organize a recount of the votes.</p> <p>Where an independent director casts a dissenting vote or abstains from voting on board resolutions, he/she shall provide specific reasons and grounds, together with the information regarding the legality and compliance of the matters under deliberation, potential risks and impact on the Company and the rights of minority shareholders. Upon disclosing board resolutions, the Company shall also disclose the dissenting opinions of independent directors and incorporate them into the board resolution and minutes of the meeting.</p>
<p>Article 26 Board meetings shall be documented with minutes and resolutions.</p>	<p>Article 26 Board meetings shall be documented with minutes and resolutions. The opinions of independent directors shall be entered into the minutes of the meeting.</p>

Original Articles	Revised Articles
<p>Article 27 The secretary of the board shall arrange a clerk of the board office to keep the minutes of the board meeting.</p> <p>The minutes shall specify the following information:</p> <p>(I) the date, venue and form of the meeting;</p>	<p>Article 27 The secretary of the board shall arrange a clerk of the board office to keep the minutes of the board meeting.</p> <p>The minutes shall specify the following information:</p> <p>(I) the session, time, venue and form of the meeting;</p>
<p>Article 29 Upon reaching a resolution, the board shall either present the relevant matters or proposals for deliberation and approval at the shareholders' general meeting or delegate the implementation of the resolution to the general manager for execution by the management team, depending on the circumstances. The general manager is expected to report on the implementation to the board of directors. During the board's adjournment, the general manager may directly report to the chairman of the board, and the secretary of the board shall be responsible for transmitting written reports to the directors.</p> <p>The chairman of the board is obligated to oversee the execution of the board's resolutions, review their implementation, and provide updates on the execution of the established resolutions at subsequent board meetings.</p>	<p>Article 29 Upon reaching a resolution, the board shall either present the relevant matters or proposals for deliberation and approval at the shareholders' general meeting or delegate the implementation of the resolution to the general manager for execution by the management team, depending on the circumstances. The general manager is expected to report on the implementation to the board of directors. During the board's adjournment, the general manager may directly report to the chairman of the board, and the secretary of the board shall be responsible for transmitting written reports to the directors.</p> <p>The chairman of the board is obligated to oversee the execution of the board's resolutions, review their implementation, and provide updates on the execution of the established resolutions at subsequent board meetings.</p>
<p>Article 30 These Rules shall take effect upon being approved by the shareholders' general meeting of the Company and from the date of listing and trading of the Company's overseas listed foreign shares (H shares) on the Hong Kong Stock Exchange (Main Board).</p>	<p>Article 30 These Rules shall take effect upon being approved by the shareholders' general meeting of the Company and from the date of listing and trading of the Company's overseas listed foreign shares (H shares) on the Hong Kong Stock Exchange (Main Board).</p>

**Comparison Table of Amendments to the Rules of Procedures for the Supervisory
Committee Meeting**

Original Articles	Revised Articles
<p>Article 1 To clearly define the powers and responsibilities of the board of supervisors (the “board”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and give full play to the board’s supervisory and managerial role, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Special Regulations of the State Council for Overseas Shares Offerings and Listings of Joint Stock Limited Companies</i>, the <i>Mandatory Provisions of the Articles of Association of Companies Listed Overseas</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>, the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Articles of Association”)</i> and other applicable national laws, administrative regulations and rules of the State Council (the “laws and regulations”).</p>	<p>Article 1 To clearly define the powers and responsibilities of the board of supervisors (the “board”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and give full play to the board’s supervisory and managerial role, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</i>, the <i>Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Special Regulations of the State Council for Overseas Shares Offerings and Listings of Joint Stock Limited Companies</i>, the <i>Mandatory Provisions of the Articles of Association of Companies Listed Overseas</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>, the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Articles of Association”)</i> and other applicable national laws, administrative regulations and rules of the State Council (the “laws and regulations”).</p>
<p>Article 16 The quorum of a meeting of the board of supervisors shall consist of more than one half of all supervisors. In case that the minimum quorum is not satisfied because any supervisor refuses to attend or is negligent in attending the meeting, other supervisors shall promptly report to the competent regulator.</p>	<p>Article 16 The quorum of a meeting of the board of supervisors shall consist of more than one half of all supervisors. In case that the minimum quorum is not satisfied because any supervisor refuses to attend or is negligent in attending the meeting, other supervisors shall promptly report to the competent regulator.</p>
<p>Article 17 The chairman of the board meeting shall solicit clear opinions separately from the attending supervisors on each proposal.</p>	<p>Article 17 The chairman of the board meeting shall solicit clear opinions separately from the attending supervisors on each proposal.</p>

Original Articles	Revised Articles
<p>Article 19 Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a supervisor may be for, against or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the chairman shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed to have abstained from voting; any supervisor who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting.</p> <p>In the event that the aforementioned circumstances arise during a meeting held off site, the convener may request the supervisor in question to make an option or vote again within a reasonable period. Failure to do so shall be deemed as abstention.</p> <p>Resolutions of the board of supervisors shall be adopted by an affirmative vote of at least two-thirds of the supervisors.</p>	<p>Article 19 Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a supervisor may be for, against or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the chairman shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed to have abstained from voting; any supervisor who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting.</p> <p>In the event that the aforementioned circumstances arise during a meeting held off site, the convener may request the supervisor in question to make an option or vote again within a reasonable period. Failure to do so shall be deemed as abstention.</p> <p>Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least half of the supervisors.</p>
<p>Article 24 The supervisors is obligated to oversee the execution of the board's resolutions. The chairman of the board shall provide updates on the execution of the established resolutions at subsequent board meetings.</p>	<p>Article 24 The supervisors is obligated to oversee the execution of the board's resolutions. The chairman of the board shall provide updates on the execution of the established resolutions at subsequent board meetings.</p>
<p>Article 26 Matters required to be dealt with in a resolution of the board of supervisors shall be submitted by the board of supervisors to the shareholders' general meeting for arrangement of execution in accordance with the relevant provisions of the Company.</p>	<p>Article 26 Matters required to be dealt with in a resolution of the board of supervisors shall be submitted by the board of supervisors to the shareholders' general meeting for arrangement of execution in accordance with the relevant provisions of the Company.</p>
<p>Article 28 These Rules shall take effect upon being approved by the shareholders' general meeting of the Company and from the date of listing and trading of the Company's overseas listed foreign shares (H shares) on the Hong Kong Stock Exchange (Main Board).</p>	<p>Article 28 These Rules shall take effect upon being approved by the shareholders' general meeting of the Company and from the date of listing and trading of the Company's overseas listed foreign shares (H shares) on the Hong Kong Stock Exchange (Main Board).</p>

Comparison Table of Amendments to the A Share Article of Association

No.	Original Articles	Revised Articles
1.	<p>CHAPTER 1 GENERAL PROVISIONS</p> <p>Article 1 To regulate the organization and operation of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and safeguard the lawful rights and interests of the Company, its shareholders and creditors, these Articles of Association are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”), the <i>Guidelines for the Articles of Association of Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i>, the Code of Corporate Governance for Listed Companies and provisions of other relevant national laws, regulations, rules and normative documents (the “laws and regulations”).</p>	<p><i>CHAPTER 1 GENERAL PROVISIONS</i></p> <p>Article 1 To regulate the organization and operation of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and safeguard the lawful rights and interests of the Company, its shareholders and creditors, these Articles of Association are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”), the <i>Guidelines for the Articles of Association of Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i>, the <i>Code of Corporate Governance for Listed Companies</i> and provisions of other relevant national laws, regulations, rules and normative documents (the “laws and regulations”).</p>

No.	Original Articles	Revised Articles
2.	<p>Article 2 The Company is a company limited by shares established in accordance with the Company Law, Special Regulations and other national laws and regulations and regulatory documents.</p> <p>The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.</p> <p>The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingchen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shijiu hao Equity Investment Fund Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), PICC Beijing Health Care Fund, L.P., Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.), Beijing Eucure Evergreen Technology Development Center (Limited Partnership), CMB International Capital Management (Shenzhen) Co., Ltd., SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Yiwu Shenyuan Investment Management Partnership (Limited Partnership), Nanjing Wedo Alpha Venture Capital Partnership (Limited Partnership), Astral Eminent Limited, BioVeda China Fund II RMB, Limited and COWIN CHINA GROWTH FUND I, L.P..</p>	<p>Article 2 The Company is a company limited by shares established in accordance with the Company Law Special Regulations and other national laws and regulations and regulatory documents.</p> <p>The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.</p> <p>The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingchen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shijiu hao Equity Investment Fund Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), PICC Beijing Health Care Fund, L.P., Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership (L.P.), Beijing Eucure Evergreen Technology Development Center (Limited Partnership), CMB International Capital Management (Shenzhen) Co., Ltd., SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Yiwu Shenyuan Investment Management Partnership (Limited Partnership), Nanjing Wedo Alpha Venture Capital Partnership (Limited Partnership), Astral Eminent Limited, BioVeda China Fund II RMB, Limited and COWIN CHINA GROWTH FUND I, L.P..</p>

No.	Original Articles	Revised Articles
3.	The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).	<p>Article 3 On December 22, 2021, the Company, with the approval from the China Securities Regulatory Commission (the “CSRC”), conducted its initial public offering (the “IPO”) of 24,468,500 overseas listed foreign shares (including 2,710,000 shares issued through the exercise of over-allotment option). On July 11, 2022, the Company was granted approval by the CSRC to convert 86,313,420 domestically unlisted shares into overseas listed shares. Subsequently, the Company was officially listed on the Hong Kong Stock Exchange on September 1, 2022.</p> <p>After registration with the CSRC on [MM/DD/YY], the Company issued [insert number] RMB-denominated ordinary A shares to the general public. On [MM/DD/YY], it was officially listed on the STAR Market of the Shanghai Stock Exchange.</p>
4.	Article 4 The address of the Company is 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Zhongguancun Technology Park, Daxing District, Beijing, PRC. Postal code is 102609. Telephone number is 010-56967666 and facsimile number is 010-56967666-8067.	Article 5 The address of the Company is 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Zhongguancun Technology Park, Daxing District, Beijing, PRC. Postal code is 102609. Telephone number is 010-56967666 and facsimile number is 010-56967666-8067.
5.	Article 8 The capital of the Company shall be divided into equal shares. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts with all of its assets. The Company may invest in other limited liability companies and joint stock limited companies, and shall be liable to its invested company to the extent of its capital contribution. Subject to the laws and regulations, the Company shall not have any joint liability for any debts of the investee in its capacity as a capital contributor.	Article 8 The capital of the Company shall be divided into equal shares. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts with all of its assets. The Company may invest in other limited liability companies and joint stock limited companies, and shall be liable to its invested company to the extent of its capital contribution. Subject to the laws and regulations, the Company shall not have any joint liability for any debts of the investee in its capacity as a capital contributor.

No.	Original Articles	Revised Articles
6.	<p>Article 9 From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and its shareholder and among its shareholders, and shall be legally binding upon the Company, its shareholders, directors, supervisors and senior management.</p> <p>In accordance with these articles of association, shareholders may sue shareholders, the directors, supervisors, the general manager and senior management of the Company and the Company and the Company may sue its shareholders, directors, supervisors, the general manager and other senior management.</p> <p>For the purposes of the preceding paragraph, the term “sue” shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.</p>	<p>Article 10 These Articles of Association, as the Company’s code of conducts, are adopted by a special resolution at the shareholders’ general meeting and shall come into effect on the date of listing of the Company’s overseas listed foreign shares on the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). The original Articles of Association and amendment thereof shall automatically become invalid. From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and its shareholder and among its shareholders, and shall be legally binding upon the Company, its shareholders, directors, supervisors and senior management.</p> <p>In accordance with these articles of association, shareholders may sue shareholders, the directors, supervisors, the general manager and senior management of the Company and the Company and the Company may sue its shareholders, directors, supervisors, the general manager and other senior management.</p> <p>For the purposes of the preceding paragraph, the term “sue” shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.</p>
7.	<p>CHAPTER 3 SHARES</p> <p>SECTION 1 ISSUANCE OF SHARES</p> <p>Article 14 The shares of the Company shall be presented by share certificates. The Company shall have ordinary shares at all times. The Company may create other classes of shares as required subject to approval of the competent authorities under the State Council.</p>	<p>CHAPTER 3 SHARES</p> <p>SECTION 1 ISSUANCE OF SHARES</p> <p>Article 15 The shares of the Company shall be presented by share certificates. The Company shall have ordinary shares at all times. The Company may create other classes of shares as required subject to approval of the competent authorities under the State Council.</p>
8.	<p>Article 16 All shares issued by the Company shall each have a par value of RMB1.00.</p>	<p>Article 17 All shares issued by the Company are denominated in Chinese Yuan shall each have a par value of RMB1.00.</p>

No.	Original Articles	Revised Articles
9.	<p>Article 17 The Company may offer shares to domestic investors and foreign investors subject to approval by the securities regulatory authority of the State Council.</p> <p>For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries, Hong Kong, Macau or Taiwan of China who subscribe for shares issued by the Company, and the term “domestic investors” shall refer to investors inside China, excluding the above-mentioned regions, who subscribe for shares issued by the Company.</p>	<p>To be deleted, with article numbers to be adjusted accordingly</p>
10.	<p>Article 18 Shares issued by the Company to domestic investors and other qualified investors which are to be subscribed for in Renminbi are referred to as “domestic shares”. Shares issued by the Company to foreign investors to be subscribed for in foreign currencies are referred to as “foreign shares”. Foreign shares listed outside China are referred to as “overseas listed foreign shares”. Overseas listed foreign shares which are listed on the Hong Kong Stock Exchange are referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H shares subject to the approval of the State Council or its authorized bodies and the acceptance of the Hong Kong Stock Exchange.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries that are recognized by the foreign exchange authority of China and for the payment for the shares subscribed.</p> <p>A holder of domestic shares and a holder of foreign shares are both holders of ordinary shares and shall have the same rights and obligations.</p>	<p>Article 17 Shares issued by the Company to domestic investors and other qualified investors which are to be subscribed for in Renminbi are referred to as “domestic shares”. Shares issued by the Company to foreign investors to be subscribed for in foreign currencies are referred to as “foreign shares”. Foreign shares listed outside China are referred to as “overseas listed foreign shares”. Overseas listed foreign shares which are listed on the Hong Kong Stock Exchange are referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H shares subject to the approval of the State Council or its authorized bodies and the acceptance of the Hong Kong Stock Exchange.</p> <p>Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries that are recognized by the foreign exchange authority of China and for the payment for the shares subscribed.</p> <p>A holder of domestic shares and a holder of foreign shares are both holders of ordinary shares and shall have the same rights and obligations.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
11.	<p>The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).</p>	<p>Article 18 The Company's A shares are held under centralized depository at the Shanghai branch of China Securities Depository and Clearing Corporation Limited, and its H shares are primarily held in custody by a Hong Kong-based securities registration and settlement company.</p>
12.	<p>Article 20 After completion of the issuance of overseas listed foreign shares of the Company, and assuming the over-allotment option is exercised in full, the registered capital of the Company shall be RMB399,951,920 and the total number of shares shall be 399,951,920, including 283,950,900 domestic shares, representing 71.0% of the total share capital of the Company; 4,665,600 unlisted foreign shares, representing 1.2% of the total share capital of the Company; and the total number of H shares is 111,335,420, representing 27.7% of the total share capital of the Company.</p> <p>With the approval dated [MM/DD/YY] from the Shanghai Stock Exchange and registration consent dated [MM/DD/YY] from the China Securities Regulatory Commission (the "CSRC"). Subsequently, the Company conducted its initial public offering (the "IPO"), issuing [number] ordinary shares denominated in Renminbi to the general public. On [MM/DD/YY], the Company was listed on the STAR Market of the Shanghai Stock Exchange.</p> <p>Following the completion of the A-share IPO and the subsequent listing on the STAR Market of the Shanghai Stock Exchange, the Company's share capital structure stands as follows: [number] A shares, representing [percentage]% of the overall shareholding; [number] H shares, representing [percentage]% of the total shareholding.</p>	<p>Article 20 The aggregate amount of shares issued by the Company is [insert number], all of which are ordinary shares. After completion of the issuance of overseas listed foreign shares of the Company, and assuming the over-allotment option is exercised in full, the registered capital of the Company shall be RMB399,951,920 and the total number of shares shall be 399,951,920, including 283,950,900 domestic shares, representing 71.0% of the total share capital of the Company; 4,665,600 unlisted foreign shares, representing 1.2% of the total share capital of the Company; and the total number of H shares is 111,335,420, representing 27.7% of the total share capital of the Company.</p> <p>With the approval dated [MM/DD/YY] from the Shanghai Stock Exchange and registration consent dated [MM/DD/YY] from the China Securities Regulatory Commission (the "CSRC"). Subsequently, the Company conducted its initial public offering (the "IPO"), issuing [number] ordinary shares denominated in Renminbi to the general public. On [MM/DD/YY], the Company was listed on the STAR Market of the Shanghai Stock Exchange.</p> <p>Following the completion of the A-share IPO and the subsequent listing on the STAR Market of the Shanghai Stock Exchange, the Company's share capital structure stands as follows: [number] A shares, representing [percentage]% of the overall shareholding; [number] H shares, representing [percentage]% of the total shareholding.</p>

No.	Original Articles	Revised Articles
13.	<p>Article 21 The board of directors may arrange for the Company to issue overseas listed foreign shares and domestic shares separately, subject to the approval of the securities regulatory authorities of the State Council.</p> <p>If the Company issues overseas listed foreign shares and domestic shares separately in accordance with the preceding paragraph, the issuance of such shares shall be completed within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p>	<p>Article 20 The board of directors may arrange for the Company to issue overseas listed foreign shares and domestic shares separately, subject to the approval of the securities regulatory authorities of the State Council.</p> <p>If the Company issues overseas listed foreign shares and domestic shares separately in accordance with the preceding paragraph, the issuance of such shares shall be completed within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
14.	<p>Article 22 The Company shall issue all overseas listed foreign shares and domestic shares respectively at one time in accordance with the total number of shares under the issuance plan. If any issue is not fully subscribed, the Company may issue the shares in several tranches, subject to the approval of the securities regulatory authorities of the State Council.</p>	<p>Article 21 The Company shall issue all overseas listed foreign shares and domestic shares respectively at one time in accordance with the total number of shares under the issuance plan. If any issue is not fully subscribed, the Company may issue the shares in several tranches, subject to the approval of the securities regulatory authorities of the State Council.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
15.	<p>The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).</p>	<p><u>Article 21</u> <u>The Company and its subsidiaries (including affiliates) may not provide any form of support, including gift, advance payment, loan guarantee, compensation or loan, to individuals who are purchasing or intending to purchase the Company shares.</u></p>

No.	Original Articles	Revised Articles
16.	<p>SECTION 2 INCREASE, DECREASE AND REPURCHASE OF SHARES</p> <p>Article 23 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:</p> <p>(I) the public offering of shares;</p> <p>(II) the private offering of shares;</p> <p>(III) the placement of new shares to existing shareholders;</p> <p>(IV) the issue of new shares to existing shareholders;</p> <p>(V) the capitalization of capital reserve;</p> <p>(VI) other methods permitted by laws and regulations as well as competent authorities.</p> <p>The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.</p>	<p>SECTION 2 INCREASE, DECREASE AND REPURCHASE OF SHARES</p> <p>Article 22 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:</p> <p>(I) the public offering of shares;</p> <p>(II) the private offering of shares;</p> <p>(III) the placement of new shares to existing shareholders;</p> <p>(III) the issue of bonus shares new shares to existing shareholders;</p> <p>(IV) the capitalization of capital reserve;</p> <p>(V) other methods permitted by laws and regulations as well as competent authorities.</p> <p><u>The Company is prohibited from issuing preferred shares that are convertible into ordinary shares.</u> The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.</p>
17.	<p>Article 24 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.</p>	<p>Article 23 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.</p>

No.	Original Articles	Revised Articles
18.	<p>Article 25 Under the following circumstances, the Company may purchase its shares in accordance with the laws, regulations, provisions of the stock exchange of the place where the shares of the Company are listed and these Articles of Association:</p> <p>(I) to reduce the registered capital of the Company;</p> <p>(II) to merge with other companies which hold the shares of the Company;</p> <p>(III) to use the shares for an employee stock ownership plan or as an equity incentive;</p> <p>(IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting;</p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) where it is necessary for preserving the value of the Company and the interest of shareholders;</p> <p>(VII) other circumstances permitted by the laws and regulations and the regulatory rules of the place where the shares of the Company are listed.</p> <p>Otherwise, the Company may not purchase its own shares.</p>	<p>Article 24 Under the following circumstances, the Company may purchase its shares in accordance with the laws, regulations, provisions of the stock exchange of the place where the shares of the Company are listed and these Articles of Association: <u>The Company may not repurchase its shares except in the following circumstances:</u></p> <p>(I) to reduce the registered capital of the Company;</p> <p>(II) to merge with other companies which hold the shares of the Company;</p> <p>(III) to use the shares for an employee stock ownership plan or as an equity incentive;</p> <p>(IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting;</p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) where it is necessary for preserving the value of the Company and the interest of shareholders;</p> <p>(VII) other circumstances permitted by the laws and regulations and the regulatory rules of the place where the shares of the Company are listed.</p> <p>Otherwise, the Company may not purchase its own shares.</p>
19.	<p>The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).</p>	<p><u>Article 25 The Company may repurchase its shares through a centralized trading process that is open to the public or other legally acceptable methods recognized by the securities regulator in the place where the shares of the Company are listed.</u></p> <p><u>If the Company intends to repurchase its shares as stipulated in the paragraphs (III), (V) and (VI), Article 24 of these Articles of Association, it shall do so through an open centralized trading process.</u></p>

No.	Original Articles	Revised Articles
20.	<p>Article 26 The Company may purchase its own shares by the methods permitted by the laws and regulations.</p>	<p>Article 26 The Company may purchase its own shares by the methods permitted by the laws and regulations.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
21.	<p>Article 27 The Company purchasing its own shares under any of the circumstances set forth in sub-paragraph (I) and (II) of the first paragraph of article 25 shall be subject to a resolution of a shareholders' general meeting; and the Company, in purchasing its own shares under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of article 25, shall, pursuant to these articles of association or the authorization of a shareholders' general meeting, be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present.</p> <p>The shares purchased by the Company in accordance with the first paragraph of article 25 shall, under the circumstance set forth in sub-paragraph (I), be canceled within ten days after the purchase; while under the circumstances set forth in sub-paragraph (II) or (IV), be disposed of or canceled within six months; and while under the cany's total shares in issue, circumstances set forth in sub-paragraph (III), (V) or (VI), aggregately not exceed 10% of the Comphall be disposed of or canceled within three years.</p> <p>The Company purchasing its own shares shall perform its legal obligation of information disclosure.</p>	<p>Article 26 The Company purchasing its own shares under any of the circumstances set forth in sub-paragraph (I) and (II) of the first paragraph of <u>Article 24</u> article 25 shall be subject to a resolution of a shareholders' general meeting; and the Company, in purchasing its own shares under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of <u>Article 24</u> article 25, shall, pursuant to these articles of association or the authorization of a shareholders' general meeting, be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present.</p> <p>The shares purchased by the Company in accordance with the first paragraph of <u>Article 24</u> article 25 shall, under the circumstance set forth in sub-paragraph (I), be canceled within ten days after the purchase; while under the circumstances set forth in sub-paragraph (II) or (IV), be disposed of or canceled within six months; and while under the circumstances set forth in sub-paragraph (III), (V) or (VI), aggregately not exceed 10% of the Company's total shares in issue shall be disposed of or canceled within three years.</p> <p>The Company purchasing its own shares shall perform its legal obligation of information disclosure.</p>

No.	Original Articles	Revised Articles
22.	<p>Article 28 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities:</p> <p>(I) making a repurchase offer to all shareholders in proportion to their respective shareholdings;</p> <p>(II) repurchasing through public trading on a stock exchange;</p> <p>(III) repurchasing by over-the-counter agreements;</p> <p>(IV) other methods as permitted by the laws and regulations and the competent authorities.</p>	<p>Article 28 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities:</p> <p>(I) making a repurchase offer to all shareholders in proportion to their respective shareholdings;</p> <p>(II) repurchasing through public trading on a stock exchange;</p> <p>(III) repurchasing by over-the-counter agreements;</p> <p>(IV) other methods as permitted by the laws and regulations and the competent authorities.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
23.	<p>Article 29 Where the Company repurchases its shares by over-the-counter agreements, it shall seek prior approval of the shareholders at a shareholders' general meeting in accordance with these articles of association. The Company may terminate or revise a contract so entered or waive any of its rights thereunder with the same approval by shareholders at a shareholders' general meeting.</p> <p>A contract for the repurchase of shares as referred to in the preceding paragraph includes (without limitation) an agreement to assume the obligation to repurchase shares and an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any of its rights thereunder.</p>	<p>Article 29 Where the Company repurchases its shares by over-the-counter agreements, it shall seek prior approval of the shareholders at a shareholders' general meeting in accordance with these articles of association. The Company may terminate or revise a contract so entered or waive any of its rights thereunder with the same approval by shareholders at a shareholders' general meeting.</p> <p>A contract for the repurchase of shares as referred to in the preceding paragraph includes (without limitation) an agreement to assume the obligation to repurchase shares and an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any of its rights thereunder.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
24.	<p>Article 30 Shares legally repurchased by the Company shall be cancelled within the period prescribed by the laws and regulations, and shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>The registered share capital of the Company shall be reduced by the aggregate nominal value of those cancelled shares.</p>	<p>Article 30 Shares legally repurchased by the Company shall be cancelled within the period prescribed by the laws and regulations, and shall apply to the original company registration authority for registration of the change of its registered share capital.</p> <p>The registered share capital of the Company shall be reduced by the aggregate nominal value of those cancelled shares.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
25.	<p>Article 31 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its shares in issue:</p> <p>(I) where the Company repurchases its shares at nominal value, the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose;</p> <p>(II) where the Company repurchases its shares at a premium, an amount equivalent to the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose. Payment of the portion in excess of the nominal value shall be effected as follows:</p> <p>1. where the shares repurchased are issued at nominal value, payment shall be made out of the balance of the distributable profits of the Company;</p> <p>2. where the shares repurchased are issued at a premium, payment shall be made out of the balance of the distributable profits of the Company or the proceeds of a fresh share issue made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the premium account (or capital reserve account) of the Company (including the premiums from the fresh issue);</p>	<p>Article 31 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its shares in issue:</p> <p>(I) where the Company repurchases its shares at nominal value, the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose;</p> <p>(II) where the Company repurchases its shares at a premium, an amount equivalent to the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose. Payment of the portion in excess of the nominal value shall be effected as follows:</p> <p>1. where the shares repurchased are issued at nominal value, payment shall be made out of the balance of the distributable profits of the Company;</p> <p>2. where the shares repurchased are issued at a premium, payment shall be made out of the balance of the distributable profits of the Company or the proceeds of a fresh share issue made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the premium account (or capital reserve account) of the Company (including the premiums from the fresh issue);</p>

No.	Original Articles	Revised Articles
	<p>(III) payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company:</p> <ol style="list-style-type: none"> 1. acquisition of rights to repurchase shares; 2. modification of any share repurchase contract; 3. release of any obligation under any share repurchase contract. <p>(IV) after the registered capital of the Company has been reduced by the total nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for repurchasing part of the nominal value of the shares shall be transferred to the premium account (or capital reserve account) of the Company. Where the laws, regulations and other regulatory documents, relevant requirements of the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforesaid share repurchase, such provisions shall prevail.</p>	<p>(III) payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company:</p> <ol style="list-style-type: none"> 1. acquisition of rights to repurchase shares; 2. modification of any share repurchase contract; 3. release of any obligation under any share repurchase contract. <p>(IV) after the registered capital of the Company has been reduced by the total nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for repurchasing part of the nominal value of the shares shall be transferred to the premium account (or capital reserve account) of the Company. Where the laws, regulations and other regulatory documents, relevant requirements of the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforesaid share repurchase, such provisions shall prevail.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
26.	<p>SECTION 3 TRANSFER OF SHARES</p> <p>Article 32 Subject to the laws and regulations and relevant requirements of the securities regulatory authorities and stock exchange where the shares of the Company are listed, the shares of the Company may be transferred free of any lien.</p> <p>The transfer of H Shares shall be registered with the Hong Kong share registrar designated by the Company.</p>	<p>SECTION 3 TRANSFER OF SHARES</p> <p>Article 27 <u>The Company's shares are transferrable in accordance with applicable laws.</u> Subject to the laws and regulations and relevant requirements of the securities regulatory authorities and stock exchange where the shares of the Company are listed, the shares of the Company may be transferred free of any lien.</p> <p>The transfer of H Shares shall be registered with the Hong Kong share registrar designated by the Company.</p>

No.	Original Articles	Revised Articles
27.	<p>Article 36 All paid-up H Shares are freely transferable pursuant to these articles of association. However, the board of directors may refuse to recognize any instrument of transfer without any explanation, unless such transfer complies with the following requirements:</p> <p>(I) all transfer documents and other documents relating to or affecting the title of any H Shares are required to be registered, with registration fees paid to the Company prescribed by the Hong Kong Listing Rules subject to a maximum prescribed by the Hong Kong Listing Rules from time to time;</p> <p>(II) the instrument of transfer involves only H Shares;</p> <p>(III) the stamp duty payable on the instrument of transfer has been duly paid;</p> <p>(IV) the relevant share certificate(s) and any other evidence reasonably required by the board of directors showing that the transferor has the right to transfer the shares shall be provided;</p> <p>(V) where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four;</p> <p>(VI) the shares are free of any lien of the Company.</p> <p>If the board of directors refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal within 2 months from the date of application for such transfer.</p>	<p>Article 34 All paid-up H Shares are freely transferable pursuant to these articles of association. However, the board of directors may refuse to recognize any instrument of transfer without any explanation, unless such transfer complies with the following requirements:</p> <p>(I) all transfer documents and other documents relating to or affecting the title of any H Shares are required to be registered, with registration fees paid to the Company prescribed by the Hong Kong Listing Rules subject to a maximum prescribed by the Hong Kong Listing Rules from time to time;</p> <p>(II) the instrument of transfer involves only H Shares;</p> <p>(III) the stamp duty payable on the instrument of transfer has been duly paid;</p> <p>(IV) the relevant share certificate(s) and any other evidence reasonably required by the board of directors showing that the transferor has the right to transfer the shares shall be provided;</p> <p>(V) where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four;</p> <p>(VI) the shares are free of any lien of the Company.</p> <p>If the board of directors refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal within 2 months from the date of application for such transfer.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
28.	<p>Article 37 Transfer of overseas listed foreign shares listed in Hong Kong shall be executed with a written transfer instrument in a general or common form or any other form accepted by the board of directors (including the standard transfer instrument or transfer forms as prescribed by the Hong Kong Stock Exchange from time to time). The transfer instrument may only be signed by hand or affixed with the seal of a company (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house (“Recognized Clearing House”) or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.</p>	<p>Article 35 Transfer of overseas listed foreign shares listed in Hong Kong shall be executed with a written transfer instrument in a general or common form or any other form accepted by the board of directors (including the standard transfer instrument or transfer forms as prescribed by the Hong Kong Stock Exchange from time to time). The transfer instrument may only be signed by hand or affixed with the seal of a company (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house (“Recognized Clearing House”) or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
29.	<p>SECTION 4 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 38 The share certificates of the Company shall be in registered form. In addition to those required by the Company Law, the share certificates of the Company shall contain other information required by the stock exchange on which the shares of the Company are listed.</p> <p>The Company’s A shares are held under centralized depository at the Shanghai branch of China Securities Depository and Clearing Corporation Limited.</p> <p>The Company may issue foreign shares in the form of foreign depository receipts or other derivatives in accordance with the laws and practices of registration and deposit of securities in the place of its listing.</p>	<p>SECTION 4 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 38 The share certificates of the Company shall be in registered form. In addition to those required by the Company Law, the share certificates of the Company shall contain other information required by the stock exchange on which the shares of the Company are listed.</p> <p>The Company’s A shares are held under centralized depository at the Shanghai branch of China Securities Depository and Clearing Corporation Limited.</p> <p>The Company may issue foreign shares in the form of foreign depository receipts or other derivatives in accordance with the laws and practices of registration and deposit of securities in the place of its listing.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
30.	<p>Article 39 When the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the listing documents relating to the securities listed on the Hong Kong Stock Exchange contain the following statements, and shall instruct and procure the share registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he/she submits such properly executed forms to the share registrars, which shall include the following statements:</p> <p>(I) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, Special Regulations, the laws and regulations and these articles of association;</p> <p>(II) the share purchaser agrees with the Company and each shareholder, director, supervisor, general manager and senior management member of the Company, and the Company, acting for itself and for each director, supervisor, general manager and senior management member, agrees with each shareholder to refer all disputes and claims arising from these articles of association or any rights or obligations conferred or imposed by the Company Law or other laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitral award shall be final and conclusive;</p>	<p>Article 39 When the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the listing documents relating to the securities listed on the Hong Kong Stock Exchange contain the following statements, and shall instruct and procure the share registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he/she submits such properly executed forms to the share registrars, which shall include the following statements:</p> <p>(I) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, Special Regulations, the laws and regulations and these articles of association;</p> <p>(II) the share purchaser agrees with the Company and each shareholder, director, supervisor, general manager and senior management member of the Company, and the Company, acting for itself and for each director, supervisor, general manager and senior management member, agrees with each shareholder to refer all disputes and claims arising from these articles of association or any rights or obligations conferred or imposed by the Company Law or other laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitral award shall be final and conclusive;</p>

No.	Original Articles	Revised Articles
	<p>(III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;</p> <p>(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in these articles of association.</p>	<p>(III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;</p> <p>(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
31.	<p>Article 40 The share certificates shall be signed by the legal representative of the Company. If the signatures of senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such senior management members. The share certificates shall become effective after the seal of the Company is affixed thereto or printed thereon. The affixing of the seal of the Company on the share certificates shall require the authorization of the board of directors. The signature of the legal representative or other senior management members on the share certificates may also be in printed form. If the shares of the Company are issued and traded in paperless form, the regulations of the securities regulatory authorities or stock exchange(s) of the place where the shares of the Company are listed shall apply.</p>	<p>Article 40 The share certificates shall be signed by the legal representative of the Company. If the signatures of senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such senior management members. The share certificates shall become effective after the seal of the Company is affixed thereto or printed thereon. The affixing of the seal of the Company on the share certificates shall require the authorization of the board of directors. The signature of the legal representative or other senior management members on the share certificates may also be in printed form. If the shares of the Company are issued and traded in paperless form, the regulations of the securities regulatory authorities or stock exchange(s) of the place where the shares of the Company are listed shall apply.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
32.	<p>Article 41 The Company shall maintain a register of shareholders to contain the following information and register the particulars of shareholders as required by the laws and regulations and the Hong Kong Listing Rules:</p> <p>(I) the name, address and occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the consideration paid or payable for the shares held by each shareholder;</p> <p>(IV) the share certificate numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder was registered as a shareholder;</p> <p>(VI) the date on which each shareholder ceased to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary.</p> <p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p> <p>(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(II) all joint shareholders shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p>	<p>Article 41 The Company shall maintain a register of shareholders to contain the following information and register the particulars of shareholders as required by the laws and regulations and the Hong Kong Listing Rules:</p> <p>(I) the name, address and occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the consideration paid or payable for the shares held by each shareholder;</p> <p>(IV) the share certificate numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder was registered as a shareholder;</p> <p>(VI) the date on which each shareholder ceased to be a shareholder.</p> <p>The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary.</p> <p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p> <p>(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(II) all joint shareholders shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p>

No.	Original Articles	Revised Articles
	<p>(III) if one of the joint shareholders is deceased or deregistered, only the surviving joint shareholders shall be deemed as the owners of the shares. However, the board of directors may demand the provision of such supporting documents as it considers appropriate to prove the death or deregistration of the relevant shareholder for the purpose of updating the register of shareholders;</p> <p>(IV) in respect of joint holders of any shares, only the joint shareholder ranking first in the register of shareholders has the right to receive share certificates, notices or other documents of the Company. Any notices delivered to such shareholder shall be deemed to have been delivered to all the joint holders. Any joint shareholders may sign a form of proxy. If more than one of the joint shareholders are present in person or by proxy, the vote made by the senior joint shareholders ranking senior in the register of shareholders, whether in person or by proxy, shall be accepted as the sole vote for all joint shareholders. In this regard, the seniority of shareholders shall be determined by the ranking of joint shareholders in the register of shareholders of the Company; and</p> <p>(V) a receipt issued by any joint shareholders in respect of any dividends, bonuses or capital returns payable to the joint shareholders shall be deemed to be an effective receipt issued by all joint shareholders to the Company.</p> <p>The Company shall promptly update the register of shareholders if there is any change in the information recorded therein.</p>	<p>(III) if one of the joint shareholders is deceased or deregistered, only the surviving joint shareholders shall be deemed as the owners of the shares. However, the board of directors may demand the provision of such supporting documents as it considers appropriate to prove the death or deregistration of the relevant shareholder for the purpose of updating the register of shareholders;</p> <p>(IV) in respect of joint holders of any shares, only the joint shareholder ranking first in the register of shareholders has the right to receive share certificates, notices or other documents of the Company. Any notices delivered to such shareholder shall be deemed to have been delivered to all the joint holders. Any joint shareholders may sign a form of proxy. If more than one of the joint shareholders are present in person or by proxy, the vote made by the senior joint shareholders ranking senior in the register of shareholders, whether in person or by proxy, shall be accepted as the sole vote for all joint shareholders. In this regard, the seniority of shareholders shall be determined by the ranking of joint shareholders in the register of shareholders of the Company; and</p> <p>(V) a receipt issued by any joint shareholders in respect of any dividends, bonuses or capital returns payable to the joint shareholders shall be deemed to be an effective receipt issued by all joint shareholders to the Company.</p> <p>The Company shall promptly update the register of shareholders if there is any change in the information recorded therein.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
33.	<p>Article 42 The Company may, according to an understanding or agreement with the securities regulatory authority under the State Council and overseas securities regulatory authorities, maintain the register of the holders of overseas listed foreign shares in a place outside China, and entrust its administration to an overseas agency. The original register of holders of the overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>The Company shall maintain a copy of the register of holders of the overseas listed foreign shares at the domicile of the Company. The entrusted overseas agent shall ensure that the original and duplicates of the register of holders of overseas listed foreign shares are consistent at all times. Where the original and duplicates of the register of holders of overseas listed foreign shares are not consistent, the original version shall prevail.</p>	<p>Article 42 The Company may, according to an understanding or agreement with the securities regulatory authority under the State Council and overseas securities regulatory authorities, maintain the register of the holders of overseas listed foreign shares in a place outside China, and entrust its administration to an overseas agency. The original register of holders of the overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p>The Company shall maintain a copy of the register of holders of the overseas listed foreign shares at the domicile of the Company. The entrusted overseas agent shall ensure that the original and duplicates of the register of holders of overseas listed foreign shares are consistent at all times. Where the original and duplicates of the register of holders of overseas listed foreign shares are not consistent, the original version shall prevail.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
34.	<p>Article 43 The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include:</p> <p>(I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article);</p> <p>(II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed;</p> <p>(III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the Company.</p>	<p>Article 43 The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include:</p> <p>(I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article);</p> <p>(II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed;</p> <p>(III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
35.	<p>Article 44 Different branch registers of shareholders shall not register the same shares. No transfer of the shares registered in any branch register shall, during its registration, be registered in another branch register of shareholders.</p> <p>Alteration or rectification of any branch register of shareholders shall be made in accordance with the laws of the place where such part of the register of shareholders is maintained.</p>	<p>Article 44 Different branch registers of shareholders shall not register the same shares. No transfer of the shares registered in any branch register shall, during its registration, be registered in another branch register of shareholders.</p> <p>Alteration or rectification of any branch register of shareholders shall be made in accordance with the laws of the place where such part of the register of shareholders is maintained.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
36.	<p>Article 45 No transfer of shares will be registered within 4 days before a shareholders' general meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution. Where the applicable laws, regulations and regulatory rules as well as the securities regulator in the place where the shares of the Company are listed have any other provisions in this regard, such provisions shall prevail.</p>	<p>Article 45 No transfer of shares will be registered within 4 days before a shareholders' general meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution. Where the applicable laws, regulations and regulatory rules as well as the securities regulator in the place where the shares of the Company are listed have any other provisions in this regard, such provisions shall prevail.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
37.	<p>Article 46 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other actions that necessitate the verification of shareholdings, the board of directors or the convener of the shareholders' general meeting shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company entitled to relevant right and interests.</p>	<p>Article 46 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other actions that necessitate the verification of shareholdings, the board of directors or the convener of the shareholders' general meeting shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company entitled to relevant right and interests.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
38.	<p>Article 47 Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register may apply to a court of competent jurisdiction for rectification.</p>	<p>Article 47 Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register may apply to a court of competent jurisdiction for rectification.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
39.	<p>Article 48 Any person who is a registered shareholder or who requests to have his/her name entered into the register of shareholders in respect of shares in the Company and has lost his/her share certificate (the “Original Share Certificate”) may apply to the Company for the issue of new share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares has his/her share certificate lost and applies for a replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange or other regulations of the place where the original register of holders of overseas listed foreign shares is kept.</p> <p>Where an H shareholder has lost his/her share certificate and applies for a replacement, the issue of a replacement certificate shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in the prescribed form accompanied by a notary certificate or statutory declaration. The notary certificate or statutory declaration shall provide the reason of the application and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder of the Relevant Shares.</p>	<p>Article 48 Any person who is a registered shareholder or who requests to have his/her name entered into the register of shareholders in respect of shares in the Company and has lost his/her share certificate (the “Original Share Certificate”) may apply to the Company for the issue of new share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the Company Law.</p> <p>If a holder of overseas listed foreign shares has his/her share certificate lost and applies for a replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange or other regulations of the place where the original register of holders of overseas listed foreign shares is kept.</p> <p>Where an H shareholder has lost his/her share certificate and applies for a replacement, the issue of a replacement certificate shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in the prescribed form accompanied by a notary certificate or statutory declaration. The notary certificate or statutory declaration shall provide the reason of the application and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder of the Relevant Shares.</p>

No.	Original Articles	Revised Articles
	<p>(II) No claim has been received by the Company from a person other than the applicant to have his/her name registered as a holder of the Relevant Shares before the Company decides to issue the replacement share certificate.</p> <p>(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make announcements of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcements shall be made at least once in every 30 days in a period of 90 days.</p> <p>(IV) The Company shall deliver to the stock exchange where the Company is listed a copy of the announcement regarding the intention to issue a replacement share certificate before its publication. The Company may publish the announcement upon the receipt of confirmation from such stock exchange that the announcement has been exhibited at the premises of such stock exchange. The announcement shall be exhibited at the premises of such stock exchange for a period of 90 days. If the registered holder of the Relevant Shares raises objection to the application for issue of replacement share certificate, the Company shall send by post to such registered shareholder a copy of the announcement.</p>	<p>(II) No claim has been received by the Company from a person other than the applicant to have his/her name registered as a holder of the Relevant Shares before the Company decides to issue the replacement share certificate.</p> <p>(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make announcements of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcements shall be made at least once in every 30 days in a period of 90 days.</p> <p>(IV) The Company shall deliver to the stock exchange where the Company is listed a copy of the announcement regarding the intention to issue a replacement share certificate before its publication. The Company may publish the announcement upon the receipt of confirmation from such stock exchange that the announcement has been exhibited at the premises of such stock exchange. The announcement shall be exhibited at the premises of such stock exchange for a period of 90 days. If the registered holder of the Relevant Shares raises objection to the application for issue of replacement share certificate, the Company shall send by post to such registered shareholder a copy of the announcement.</p>

No.	Original Articles	Revised Articles
	<p>(V) If, upon expiration of the 90-day period referred to in sub-paragraph (III) and (IV) of this article, the Company has not received from any objection to such application, the Company may issue a replacement share certificate to the applicant.</p> <p>(VI) The Original Share Certificate shall be cancelled immediately upon the issue of a replacement and the cancellation and replacement of share certificates shall be recorded in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of the Original Share Certificate and the issue of a replacement share certificate shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee of payment is provided by the applicant.</p>	<p>(V) If, upon expiration of the 90-day period referred to in sub-paragraph (III) and (IV) of this article, the Company has not received from any objection to such application, the Company may issue a replacement share certificate to the applicant.</p> <p>(VI) The Original Share Certificate shall be cancelled immediately upon the issue of a replacement and the cancellation and replacement of share certificates shall be recorded in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of the Original Share Certificate and the issue of a replacement share certificate shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee of payment is provided by the applicant.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
40.	<p>Article 49 After the issue of a replacement share certificate pursuant to these articles of association, the name of a bona fide purchaser who holds the new share certificate or a shareholder who is registered as the holder of such shares (as a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p>Article 49 After the issue of a replacement share certificate pursuant to these articles of association, the name of a bona fide purchaser who holds the new share certificate or a shareholder who is registered as the holder of such shares (as a bona fide purchaser) shall not be removed from the register of shareholders.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
41.	<p>Article 50 The Company shall not be liable for any damages suffered by any person from the cancellation of an Original Share Certificate or the issue of a replacement share certificate, unless the claimant can prove that the Company had acted fraudulently.</p>	<p>Article 50 The Company shall not be liable for any damages suffered by any person from the cancellation of an Original Share Certificate or the issue of a replacement share certificate, unless the claimant can prove that the Company had acted fraudulently.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
42.	<p>SECTION 5 FINANCIAL ASSISTANCE FOR THE PURCHASE OF SHARES OF THE COMPANY</p> <p>Article 51 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who acquires or intends to acquire shares of the Company. The buyer of shares of the Company includes a person who directly or indirectly assumes obligations due to the acquisition of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by aforesaid person.</p> <p>The provisions of this article shall not apply to the circumstances mentioned in article 53 of these articles of association.</p>	<p>SECTION 5 FINANCIAL ASSISTANCE FOR THE PURCHASE OF SHARES OF THE COMPANY</p> <p>Article 51 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who acquires or intends to acquire shares of the Company. The buyer of shares of the Company includes a person who directly or indirectly assumes obligations due to the acquisition of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by aforesaid person.</p> <p>The provisions of this article shall not apply to the circumstances mentioned in article 53 of these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
43.	<p>Article 52 The financial assistance mentioned in article 51 of these articles of association shall include (but not limited to) the following:</p> <p>(I) a gift;</p> <p>(II) a guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the default of the Company), release or waiver of any rights;</p> <p>(III) a provision of loan or any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or contract; and</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced by a material extent.</p> <p>Assumption of obligations shall include the assumption of obligations by the obligor by entering into a contract or making any arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is assumed by the obligor on his/her own or jointly with any other person) or by changing its financial position in any other way.</p>	<p>Article 52 The financial assistance mentioned in article 51 of these articles of association shall include (but not limited to) the following:</p> <p>(I) a gift;</p> <p>(II) a guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor); indemnity (other than an indemnity in respect of the default of the Company), release or waiver of any rights;</p> <p>(III) a provision of loan or any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or contract; and</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced by a material extent.</p> <p>Assumption of obligations shall include the assumption of obligations by the obligor by entering into a contract or making any arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is assumed by the obligor on his/her own or jointly with any other person) or by changing its financial position in any other way.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
44.	<p>Article 53 The following acts shall not be deemed as acts prohibited under article 51:</p> <p>(I) the provision of financial assistance by the Company is in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares in the Company, or the financial assistance is an incidental part of plan of the Company;</p> <p>(II) lawful distribution of the assets of the Company as dividends;</p> <p>(III) distribution of dividends in the form of shares;</p> <p>(IV) reduction of registered capital, repurchase of shares and adjustment of shareholding structure in accordance with these articles of association;</p> <p>(V) provision of a loan by the Company in the course of its ordinary business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company);</p> <p>(VI) the provision of money by the Company for contributions to employees' share scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>	<p>Article 53 The following acts shall not be deemed as acts prohibited under article 51:</p> <p>(I) the provision of financial assistance by the Company is in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares in the Company, or the financial assistance is an incidental part of plan of the Company;</p> <p>(II) lawful distribution of the assets of the Company as dividends;</p> <p>(III) distribution of dividends in the form of shares;</p> <p>(IV) reduction of registered capital, repurchase of shares and adjustment of shareholding structure in accordance with these articles of association;</p> <p>(V) provision of a loan by the Company in the course of its ordinary business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company);</p> <p>(VI) the provision of money by the Company for contributions to employees' share scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
45.	<p>CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS</p> <p>SECTION 1 SHAREHOLDERS</p> <p>Article 54 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. The shareholders shall enjoy the rights and assume the obligations according to the class and number of the shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p>	<p>CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS</p> <p>SECTION 1 SHAREHOLDERS</p> <p>Article 31 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. <u>The Company shall maintain a register of shareholders and conduct shareholder registration against the evidence provided by the securities registration authority and in compliance with applicable laws, regulations, normative documents, and the Hong Kong Listing Rules. The register of shareholders serves as conclusive evidence of a shareholder's ownership of the Company shares.</u></p> <p><u>For shareholders holding foreign shares listed overseas and traded in Hong Kong, the original copy of the register of shareholders shall be kept in Hong Kong for shareholders' inspection.</u></p> <p>The shareholders shall enjoy the rights and assume the obligations according to the class and number of the shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p>
46.	<p>The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).</p>	<p><u>Article 32 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other actions that necessitate the verification of shareholders, the board of directors or the convener of the shareholders' general meeting shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company entitled to relevant right and interests.</u></p>

No.	Original Articles	Revised Articles
47.	<p>Article 55 Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interest in proportion to their respective shareholdings;</p> <p>(II) to attend shareholders' general meetings in person or by proxy, and to speak and exercise voting rights at shareholders' general meetings in proportion to their respective shareholdings;</p> <p>(III) to supervise the business operations of the Company and to make recommendations and interrogations;</p> <p>(IV) to transfer or pledge the shares they hold according to the laws, regulations and these articles of association;</p> <p>(V) to obtain relevant information in accordance with these articles of association, including:</p> <p>1. a set of these articles of association upon payment of a fee;</p> <p>2. the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:</p> <p>(1) all registers of shareholders;</p> <p>(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p>	<p>Article 33 The Company's shareholders shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interest in proportion to their respective shareholdings;</p> <p>(II) to request, convene, preside over and attend shareholders' general meetings in person or by proxy, and to speak and exercise voting rights at shareholders' general meetings in proportion to their respective shareholdings;</p> <p>(III) to supervise the business operations of the Company and to make recommendations and interrogations;</p> <p>(IV) to transfer, donate or pledge the shares they hold according to the laws, regulations and these articles of association;</p> <p><u>(V) to inspect these Articles of Association, register of shareholders, bond certificates, minutes of shareholders' general meetings, resolutions of the board of directors and supervisory board meetings, and financial accounting reports of the Company;</u></p> <p>(V) to obtain relevant information in accordance with these articles of association, including:</p> <p>1. a set of these articles of association upon payment of a fee;</p> <p>2. the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:</p> <p>(1) all registers of shareholders;</p> <p>(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p>

No.	Original Articles	Revised Articles
	<p>(c) nationality;</p> <p>(d) full-time and all other part-time jobs and titles;</p> <p>(e) identity documents and numbers.</p> <p>(3) share capital of the Company;</p> <p>(4) reports showing the nominal value, number, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last fiscal year, and the aggregate amount paid by the Company for such shares;</p> <p>(5) the minutes of shareholders' general meetings (for inspection by shareholders only) and special resolutions of shareholders' general meetings;</p> <p>(6) the latest audited financial statements and the directors', auditors' and supervisors' reports of the Company;</p> <p>(7) the copy of the latest annual return submitted to the State Administration for Market Regulation or other competent authorities in China;</p> <p>(8) counterfoils of corporate bonds, resolutions of the meetings of the board of directors and the Supervisory Committee, the financial and accounting reports of the Company;</p> <p>The Company shall maintain the documents set out in sub-paragraph (1) to (7) above except sub-paragraph (2) at the address of the Company in Hong Kong for free inspection by the public and its shareholders in accordance with the Hong Kong Listing Rules.</p>	<p>(c) nationality;</p> <p>(d) full-time and all other part-time jobs and titles;</p> <p>(e) identity documents and numbers.</p> <p>(3) share capital of the Company;</p> <p>(4) reports showing the nominal value, number, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last fiscal year, and the aggregate amount paid by the Company for such shares; (5) the minutes of shareholders' general meetings (for inspection by shareholders only) and special resolutions of shareholders' general meetings;</p> <p>(6) the latest audited financial statements and the directors', auditors' and supervisors' reports of the Company; (7) the copy of the latest annual return submitted to the State Administration for Market Regulation or other competent authorities in China;</p> <p>(8) counterfoils of corporate bonds, resolutions of the meetings of the board of directors and the Supervisory Committee, the financial and accounting reports of the Company;</p> <p>The Company shall maintain the documents set out in sub-paragraph (1) to (7) above except sub-paragraph (2) at the address of the Company in Hong Kong for free inspection by the public and its shareholders in accordance with the Hong Kong Listing Rules.</p>

No.	Original Articles	Revised Articles
	<p>(VI) to request the Company to acquire his/her shares if he/she objects to a resolution of a shareholders' general meeting on a merger or division of the Company;</p> <p>(VII) to participate in the distribution of the remaining assets of the Company in proportion to their shareholdings upon termination or liquidation of the Company;</p> <p>(VIII) to access the Hong Kong register of shareholders for the Company, provided, however, that the Company may temporarily suspend shareholder registration procedures in accordance with the equivalent provisions of Section 632 of the <i>Companies Ordinance</i> (Cap. 622);</p> <p>(IX) any other rights prescribed by the laws, regulations, rules of the securities regulatory authorities and the stock exchange where the securities of the Company are listed and as stipulated under these articles of association.</p> <p>Rights of the shareholders of the Company who are legal persons shall be exercised by their legal representatives or agents on their behalf.</p>	<p>(VI) to participate in the distribution of the remaining assets of the Company in proportion to their shareholdings upon termination or liquidation of the Company;</p> <p>(VII) to request the Company to acquire his/her shares if he/she objects to a resolution of a shareholders' general meeting on a merger or division of the Company;</p> <p>(VIII) to access the Hong Kong register of shareholders for the Company, provided, however, that the Company may temporarily suspend shareholder registration procedures in accordance with the equivalent provisions of Section 632 of the <i>Companies Ordinance</i> (Cap. 622);</p> <p>(IX) any other rights prescribed by the laws, regulations, rules of the securities regulatory authorities and the stock exchange where the securities of the Company are listed and as stipulated under these articles of association.</p> <p>Rights of the shareholders of the Company who are legal persons shall be exercised by their legal representatives or agents on their behalf.</p>
48.		<p><i>(newly added)</i></p> <p><u>Article 35 If any resolution of a shareholders' general meeting or board meeting is in violation of the laws or administrative regulations, the shareholders shall be entitled to request the people's court to invalidate such resolution.</u></p> <p><u>If the convening procedure or voting method of a shareholders' general meeting or board meeting is in violation of the laws, administrative regulations or these Articles of Association, or if a resolution is in violation of these Articles of Association, the shareholders shall be entitled to request the people's court for revocation within 60 days after the resolution is made.</u></p>

No.	Original Articles	Revised Articles
49.		<p data-bbox="842 283 1002 314"><i>(newly added)</i></p> <p data-bbox="842 346 1359 974"><u>Article 36 If any director or senior management violates laws, administrative regulations or these Articles of Association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people’s court. If the supervisory committee violates laws, administrative regulations or these Articles of Association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people’s court.</u></p> <p data-bbox="842 1006 1359 1432"><u>If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be entitled to institute legal proceedings to the people’s court in their own names for the interests of the Company.</u></p> <p data-bbox="842 1464 1359 1725"><u>If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people’s court according to the provisions of the two preceding paragraphs.</u></p>
50.	The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).	<p data-bbox="842 1736 1359 1932"><u>Article 37 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal proceedings in the people’s court.</u></p>

No.	Original Articles	Revised Articles
51.	<p>Article 57 Holders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to comply with the laws, regulations and these articles of association;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) to be liable to the Company according to the shares being held;</p> <p>(IV) not to withdraw capital contribution, unless in the circumstances stipulated by the laws and regulations;</p> <p>(V) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders;</p> <p>(VI) any other obligations prescribed by the laws, regulations and these articles of association.</p> <p>Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the laws and regulations.</p> <p>If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.</p>	<p>Article 38 Holders of ordinary shares of The Company's shareholders shall have the following obligations:</p> <p>(I) to comply with the laws, regulations and these articles of association;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) to be liable to the Company according to the shares being held;</p> <p>(III) not to withdraw capital contribution, unless in the circumstances stipulated by the laws and regulations;</p> <p>(IV) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders;</p> <p>(V) any other obligations prescribed by the laws, regulations and these articles of association.</p> <p>Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the laws and regulations.</p> <p>If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.</p>

No.	Original Articles	Revised Articles
52.	<p>Article 59 The controlling shareholder and the de facto controller of the Company shall not take advantage of their connected relationships to harm the interests of the Company. They shall be held liable for damages if, as a result of violating such provisions, they cause the Company to sustain a loss.</p> <p>The controlling shareholder and the de facto controller of the Company bear a fiduciary duty toward the Company and other shareholders of the Company. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. It shall not harm the lawful rights and interests of the Company and other shareholders by means of profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security or other methods, or damage the interests of the Company and other shareholders by means of its controlling position.</p>	<p>Article 40 The controlling shareholder and the de facto controller of the Company shall not take advantage of their connected relationships to harm the interests of the Company. They shall be held liable for damages if, as a result of violating such provisions, they cause the Company to sustain a loss.</p> <p>The controlling shareholder and the de facto controller of the Company bear a fiduciary duty toward the Company and other public shareholders of the Company. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. It shall not harm the lawful rights and interests of the Company and public shareholders by means of profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security or other methods, or damage the interests of the Company and public shareholders by means of its controlling position.</p>
53.	<p>Article 60 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:</p> <p>(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;</p> <p>(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;</p> <p>(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders' general meeting in accordance with these articles of association.</p>	<p>Article 60 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:</p> <p>(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;</p> <p>(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;</p> <p>(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders' general meeting in accordance with these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
54.	<p>Article 61 The “controlling shareholder” referred to in the preceding article means a person who satisfies one of the following conditions:</p> <p>(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;</p> <p>(II) he/she alone, or acting in concert with others, has the power to exercise 30% or more (or such other percentage as may from time to time be specified in applicable PRC laws as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or to control the exercise of 30% or more of the voting rights of the Company;</p> <p>(III) he/she alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(IV) he/she alone, or acting in concert with others, in any other manner has de facto control of the Company.</p> <p>The “acting in concert” referred to in the preceding article means action taken by two or more persons pursuant to an agreement (oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company;</p>	<p>Article 61 The “controlling shareholder” referred to in the preceding article means a person who satisfies one of the following conditions:</p> <p>(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;</p> <p>(II) he/she alone, or acting in concert with others, has the power to exercise 30% or more (or such other percentage as may from time to time be specified in applicable PRC laws as being the level for triggering a mandatory general offer or for otherwise establishing legal or management control over a business enterprise) or to control the exercise of 30% or more of the voting rights of the Company;</p> <p>(III) he/she alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company;</p> <p>(IV) he/she alone, or acting in concert with others, in any other manner has de facto control of the Company.</p> <p>The “acting in concert” referred to in the preceding article means action taken by two or more persons pursuant to an agreement (oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company;</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
55.	<p>Article 62 If any resolution of a shareholders’ general meeting or board meeting is in violation of the laws or regulations, the shareholders shall be entitled to request the people’s court to invalidate such resolution.</p> <p>If the convening procedure or voting method of a shareholders’ general meeting or board meeting is in violation of the laws, regulations or these articles of association, or if a resolution is in violation of these articles of association, the shareholders shall be entitled to request the people’s court for revocation within 60 days after the resolution is made.</p>	<p>Article 62 If any resolution of a shareholders’ general meeting or board meeting is in violation of the laws or regulations, the shareholders shall be entitled to request the people’s court to invalidate such resolution.</p> <p>If the convening procedure or voting method of a shareholders’ general meeting or board meeting is in violation of the laws, regulations or these articles of association, or if a resolution is in violation of these articles of association, the shareholders shall be entitled to request the people’s court for revocation within 60 days after the resolution is made.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
56.	<p>Article 63 If any director or senior management violates laws, regulations or these articles of association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people's court. If the supervisory committee violates laws, regulations or these articles of association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people's court.</p> <p>If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.</p> <p>If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.</p>	<p>Article 63 If any director or senior management violates laws, regulations or these articles of association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people's court. If the supervisory committee violates laws, regulations or these articles of association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people's court.</p> <p>If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.</p> <p>If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
57.	<p>Article 64 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal proceedings in the people's court.</p>	<p>Article 64 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal proceedings in the people's court.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
58.	<p data-bbox="308 283 818 336">SECTION 2 GENERAL PROVISIONS OF SHAREHOLDERS' GENERAL MEETINGS</p> <p data-bbox="308 374 818 495">Article 65 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:</p> <p data-bbox="308 527 818 580">(I) to decide on the business policies and investment plans of the Company;</p> <p data-bbox="308 619 818 740">(II) to elect or replace directors who are not representatives of the employees and to decide on matters relating to the remuneration of directors;</p> <p data-bbox="308 772 818 893">(III) to elect or replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;</p> <p data-bbox="308 925 818 978">(IV) to consider and approve reports of the board of directors;</p> <p data-bbox="308 1017 818 1070">(V) to consider and approve reports of the supervisory committee;</p> <p data-bbox="308 1108 818 1198">(VI) to consider and approve the annual financial budgets and final accounts of the Company;</p> <p data-bbox="308 1236 818 1325">(VII) to consider and approve the profit distribution plans and plans for making up losses of the Company;</p> <p data-bbox="308 1364 818 1453">(VIII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;</p> <p data-bbox="308 1491 818 1581">(IX) to pass resolutions on the issuance of bonds or other securities and public listing plans of the Company;</p> <p data-bbox="308 1619 818 1708">(X) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;</p> <p data-bbox="308 1747 818 1772">(XI) to amend these articles of association;</p> <p data-bbox="308 1810 818 1900">(XII) to resolve on the engagement, dismissal or non-renewal of the engagement of an accounting firm as the auditor of the Company;</p>	<p data-bbox="842 283 1353 336">SECTION 2 GENERAL PROVISIONS OF SHAREHOLDERS' GENERAL MEETINGS</p> <p data-bbox="842 374 1353 495">Article 41 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:</p> <p data-bbox="842 527 1353 580">(I) to decide on the business policies and investment plans of the Company;</p> <p data-bbox="842 619 1353 772">(II) to elect or replace <u>directors and supervisors</u> who are not representatives of the employees and to decide on matters relating to the remuneration of <u>directors and supervisors</u>;</p> <p data-bbox="842 810 1353 921">(III) to elect or replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;</p> <p data-bbox="842 959 1353 1012">(III) to consider and approve reports of the board of directors;</p> <p data-bbox="842 1051 1353 1106">(IV) to consider and approve reports of the supervisory committee;</p> <p data-bbox="842 1144 1353 1234">(V) to consider and approve the annual financial budgets and final accounts of the Company;</p> <p data-bbox="842 1272 1353 1361">(VI) to consider and approve the profit distribution plans and plans for making up losses of the Company;</p> <p data-bbox="842 1400 1353 1489">(VII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;</p> <p data-bbox="842 1527 1353 1617">(VIII) to pass resolutions on the issuance of bonds or other securities and public listing plans of by the Company;</p> <p data-bbox="842 1655 1353 1744">(IX) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;</p> <p data-bbox="842 1783 1353 1808">(X) to amend these articles of association;</p> <p data-bbox="842 1847 1353 1936">(XI) to resolve on the engagement and dismissal or non-renewal of the engagement of the accounting firm as the auditor of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;</p> <p>(XIV) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;</p> <p>(XV) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;</p> <p>(XVI) to deliberate and approve matters pertaining to the alteration of the utilization of raised funds;</p> <p>(XVII) (XVI) to deliberate equity incentive plans and employee stock ownership plans.</p> <p>(XVII) to deliberate and approve transactions with related (connected) parties where the amount exceeds RMB30 million and represents 1% or more of the Company's latest audited total assets or market cap, excluding transactions that involve unilateral benefits such as providing guarantees, receiving cash assets, obtaining debt relief, accepting guarantees and financial support, etc., as well as other related (connected) transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these Articles of Association;</p> <p>(XIX) other matters required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;</p>	<p>(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;</p> <p>(XII) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;</p> <p>(XIII) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;</p> <p>(XIV) to deliberate and approve matters pertaining to the alteration of the utilization of raised funds;</p> <p>(XV) to deliberate equity incentive plans and employee stock ownership plans.</p> <p>(XVI) to deliberate and approve transactions with related (connected) parties where the amount exceeds RMB30 million and represents 1% or more of the Company's latest audited total assets or market cap, excluding transactions that involve providing guarantees, as well as other related (connected) transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these Articles of Association;</p> <p>(XVII) to deliberate other matters required to be resolved at the shareholders' general meeting pursuant to laws, administrative regulations, departmental regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association.</p> <p>The aforesaid functions and powers of the shareholders' general meetings shall not be delegated or exercised on behalf of the shareholders by the board of directors, any other entities, or individuals by means of authorization.</p>

No.	Original Articles	Revised Articles
59.	<p>Article 67 Transactions undertaken by the Company that meet any of the following criteria (excluding transactions that involve unilateral benefits such as providing guarantees, receiving cash assets, obtaining debt relief, accepting guarantees and financial support, etc.) shall be submitted for deliberation at the shareholders' general meeting:</p> <p>.....</p>	<p>Article 43 Transactions undertaken by the Company that meet any of the following criteria (excluding transactions that involve unilateral benefits such as providing guarantees receiving cash assets, obtaining debt relief, accepting guarantees and financial support, etc.) shall be submitted for deliberation at the shareholders' general meeting:</p> <p>.....</p>
60.	<p>Article 68 Except in cases where the Company is in a crisis or under special circumstances, without the prior approval of a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.</p>	<p>Article 68 Except in cases where the Company is in a crisis or under special circumstances, without the prior approval of a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.</p>
61.	<p>Article 70 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than five, being the minimum statutory number provided for in the Company Law, or less than two-thirds of the number prescribed in these articles of association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;</p> <p>(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least 10% of the shares of the Company;</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the supervisory committee proposes to hold such meeting;</p> <p>(VI) any other circumstance as specified in laws, regulations or these articles of association.</p> <p>The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.</p>	<p>Article 45 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:</p> <p>(I) the number of directors is less than 5, being the minimum statutory number provided for in the Company Law, or less than two-thirds (or 6) of the number prescribed in these articles of association;</p> <p>(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;</p> <p>(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least more than 10% of the shares of the Company;</p> <p>(IV) the board of directors considers it necessary;</p> <p>(V) the supervisory committee proposes to hold such meeting;</p> <p>(VI) any other circumstance as specified in laws, regulations or these articles of association.</p> <p>The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.</p>

No.	Original Articles	Revised Articles
62.	<p>Article 71 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.</p> <p>A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.</p> <p>If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting to speak and ask questions during the meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.</p> <p>Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.</p>	<p>Article 46 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.</p> <p>A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.</p> <p>If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting to speak and ask questions during the meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.</p> <p>Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.</p>

No.	Original Articles	Revised Articles
63.	<p>Article 81 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.</p> <p>Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.</p> <p>Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with article 79 shall not be voted on or resolved at the shareholders' general meeting.</p>	<p>Article 56 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.</p> <p>Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.</p> <p>Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 55 shall not be voted on or resolved at the shareholders' general meeting.</p>

No.	Original Articles	Revised Articles
64.	<p>Article 82 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 21 days prior to the convening of the annual general meeting and at least 15 days prior to the convening of the extraordinary general meeting.</p> <p>Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these Articles of Association, the notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. The notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations. The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 21 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:</p> <p>(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p>	<p>Article 57 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 21 days prior to the convening of the annual general meeting and at least 15 days prior to the convening of the extraordinary general meeting.</p> <p>Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these Articles of Association, the notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. <u>Alternatively, the notice of shareholders' general meeting can be published on the website of the Company or the websites designated by the Hong Kong Stock Exchange in accordance with the applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. If, subject to the Company's Articles of Association, a notice shall be issued to holders of overseas listed foreign shares, the said notice shall also be published in such manner as stipulated by the Hong Kong Listing Rules. As for holders of domestic shares, the notice of a shareholders' general meeting may also be disseminated through public announcement.</u></p> <p>The notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations. The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 21 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:</p>

No.	Original Articles	Revised Articles
	<p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of “21 days” and “15 days” shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>	<p>(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p> <p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of “21 days” and “15 days” shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>
65.	<p>Article 83 The notice of a shareholders’ general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state the matters and proposals to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders’ general meeting;</p> <p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall includes (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p>	<p>Article 83 The notice of a shareholders’ general meeting shall:</p> <p><u>(I) specify the time, venue and duration of the meeting;</u></p> <p><u>(II) state the matters and proposals to be deliberated at the meeting;</u></p> <p><u>(III) contain a statement explicitly stating that all holders of ordinary shares (including preferred shareholders with restored voting rights) are entitled to attend the shareholders’ general meeting in person or by proxy and to vote on their behalf and that such proxies need not be a shareholder;</u></p> <p><u>(IV) specify the record date for shareholders entitled to attend the shareholders’ general meeting;</u></p> <p><u>(V) specify the name and telephone number of the contact person of the meeting;</u></p>

No.	Original Articles	Revised Articles
	<p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;</p> <p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting;</p> <p>(XI) specify the time and procedures for voting via the Internet or by other means;</p> <p>(XII) other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these articles of association.</p> <p>Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p>	<p><u>(VI) specify the time and procedures for voting via the Internet or by other means;</u></p> <p><u>(VII) contain other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these Articles of Association.</u></p> <p><u>Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</u></p> <p><u>The commencement time for voting via the Internet or by other means at the shareholders' general meeting shall not precede 3:00 PM on the day immediately preceding the physical shareholders' general meeting, and shall not exceed 9:30 AM on the day of the physical shareholders' general meeting. The termination time for voting shall not occur prior to 3:00 PM on the same day as the conclusion of the physical shareholders' general meeting.</u></p> <p><u>The duration between the record date and the meeting date shall not surpass 7 business days. Once the record date is finalized, it may not be altered.</u></p> <p>(I) be made in writing;</p> <p>(H) specify the venue, date and time of the meeting;</p> <p>(III) state the matters and proposals to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p>

No.	Original Articles	Revised Articles
	<p>The commencement time for voting via the Internet or by other means at the shareholders' general meeting shall not precede 3:00 PM on the day immediately preceding the physical shareholders' general meeting, and shall not exceed 9:30 AM on the day of the physical shareholders' general meeting. The termination time for voting shall not occur prior to 3:00 PM on the same day as the conclusion of the physical shareholders' general meeting.</p> <p>The duration between the record date and the meeting date shall not surpass 7 business days. Once the record date is finalized, it may not be altered.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall includes (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p> <p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;</p>

No.	Original Articles	Revised Articles
		<p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting;</p> <p>(XI) other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these articles of association.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p>
66.	<p>Article 84 If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p>	<p>Article 84 If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
67.	<p>Article 86 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date. If the Company changes the venue or time of a shareholders' general meeting, it shall give adequate prior notice to the shareholders.</p>	<p>Article 60 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons in writing at least two working days prior to the original scheduled date. If the Company changes the venue or time of a shareholders' general meeting, it shall give adequate prior notice to the shareholders.</p>

No.	Original Articles	Revised Articles
68.	<p>Article 88 All shareholders of the Company whose names appear in the register of shareholders as of the record of or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with the applicable laws, regulations and these articles of association.</p> <p>Any shareholder may attend the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf, and the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Article 62 <u>All holders of the Company's ordinary shares (including preferred shareholders with restored voting rights)</u> whose names appear in the register of shareholders as of the record of or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with the applicable laws, regulations and these articles of association.</p> <p>Any shareholder may attend the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend, speak and vote on his/her behalf and the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>

No.	Original Articles	Revised Articles
69.	<p>Article 89 The instrument appointing a proxy must be in writing under the hand of the shareholder or submitted through other designated electronic address recognized by the board of directors, or by his/her attorney duly authorized in writing or submitted through the designated electronic address or other electronic means. For a corporate shareholder, the proxy must be affixed with the common seal or signed by its attorney duly authorized in writing or submitted through the designated electronic address or other electronic means.</p> <p>If a shareholder is a Recognized Clearing House or its agent of the place where the shares of the Company are listed, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any shareholders' general meeting or class meeting or creditors' meeting. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. The proxy form shall be signed by the personnel authorized by the Recognized Clearing House. Such authorized proxies are entitled to attend the meeting on behalf of the Recognized Clearing House or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the Recognized Clearing House or their agent, as if they were the individual shareholders of the Company who are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</p>	<p>Article 89 The instrument appointing a proxy must be in writing under the hand of the shareholder or submitted through other designated electronic address recognized by the board of directors, or by his/her attorney duly authorized in writing or submitted through the designated electronic address or other electronic means. For a corporate shareholder, the proxy must be affixed with the common seal or signed by its attorney duly authorized in writing or submitted through the designated electronic address or other electronic means.</p> <p>If a shareholder is a Recognized Clearing House or its agent of the place where the shares of the Company are listed, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any shareholders' general meeting or class meeting or creditors' meeting. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. The proxy form shall be signed by the personnel authorized by the Recognized Clearing House. Such authorized proxies are entitled to attend the meeting on behalf of the Recognized Clearing House or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the Recognized Clearing House or their agent, as if they were the individual shareholders of the Company who are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
70.	<p>Article 91 The proxy form issued by a shareholder to appoint a proxy to attend any shareholders' general meeting shall contain the following:</p> <p>(I) name of the proxy;</p> <p>(II) the number of shares of the principal represented by the proxy;</p> <p>(III) whether the proxy has voting rights;</p> <p>(IV) indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of the general meeting;</p> <p>(V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;</p> <p>(VI) the date of signing of the instrument and term of validity;</p> <p>(VII) if more than one proxy is so appointed, the instrument of appointment shall specify the number of shares represented by each proxy so appointed;</p> <p>(VIII) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed, or submitted through the designated electronic address or other electronic means.</p> <p>Any proxy forms issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.</p>	<p>Article 65 The proxy form issued by a shareholder to appoint a proxy to attend any shareholders' general meeting shall contain the following:</p> <p>(I) name of the proxy;</p> <p>(II) whether the proxy has voting rights;</p> <p>(III) indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of the general meeting;</p> <p>(IV) the date of signing of the instrument and term of validity;</p> <p>(V) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed, or submitted through the designated electronic address or other electronic means;</p> <p>(VI) any other circumstance as specified in laws, regulations or these Articles of Association.</p> <p>Any proxy forms issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.</p>

No.	Original Articles	Revised Articles
71.	<p>Article 92 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the shareholders' general meetings of the Company as the representative of such legal person.</p> <p>Where the entrusting party is deceased or incapacitated to act or whose appointment or signed proxy form is withdrawn or the relevant shares have been transferred prior to the voting, a vote given by a proxy in accordance with the terms of the proxy form shall remain valid as long as the Company has not received a written notice of such matters before the commencement of the relevant meeting.</p>	<p>Article 66 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument authorizing the proxy to vote is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the shareholders' general meetings of the Company as the representative of such legal person.</p> <p>Where the entrusting party is deceased or incapacitated to act or whose appointment or signed proxy form is withdrawn or the relevant shares have been transferred prior to the voting, a vote given by a proxy in accordance with the terms of the proxy form shall remain valid as long as the Company has not received a written notice of such matters before the commencement of the relevant meeting.</p>

No.	Original Articles	Revised Articles
72.	<p>Article 96 A shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting. If no chairman of the meeting has been designated, the shareholders present shall elect one person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his proxy) present in person or by proxy who holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p> <p>If a shareholders' general meeting is convened by the supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable or fails to discharge his/her duties, half or more of the supervisors shall designate a supervisor to preside over the meeting.</p> <p>If a shareholders' general meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting.</p> <p>When a shareholders' general meeting is convened, if the chairman of the meeting contravenes the Rules of Procedure, rendering the meeting impossible to proceed, with the consent from more than half of the attending shareholders with voting rights, one person may be nominated at the shareholders' general meeting to serve as the chairman and the meeting may proceed.</p>	<p>Article 70 A shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting. If no chairman of the meeting has been designated, the shareholders present shall elect one person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his proxy) present in person or by proxy who holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p> <p>If a shareholders' general meeting is convened by the supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable or fails to discharge his/her duties, half or more of the supervisors shall designate a supervisor to preside over the meeting.</p> <p>If a shareholders' general meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting.</p> <p>When a shareholders' general meeting is convened, if the chairman of the meeting contravenes the Rules of Procedure, rendering the meeting impossible to proceed, with the consent from more than half of the attending shareholders with voting rights, one person may be nominated at the shareholders' general meeting to serve as the chairman and the meeting may proceed.</p>

No.	Original Articles	Revised Articles
73.	<p>Article 102 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the board of directors, conveners or their representatives attending the meeting, and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the signed attendance record of attending shareholders, proxy forms and valid information on other means of voting at the domicile of the Company, for a period of no less than 10 years.</p> <p>Shareholders may examine photocopies of the minutes of meetings during the office hours of the Company free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges.</p>	<p>Article 76 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the board of directors, conveners or their representatives attending the meeting, and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the signed attendance record of attending shareholders, proxy forms and valid information on other means of voting at the domicile of the Company, for a period of no less than 10 years.</p> <p>Shareholders may examine photocopies of the minutes of meetings during the office hours of the Company free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges.</p>
74.	<p>Article 105 Resolutions of the shareholders' general meeting</p> <p>(I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association:</p> <p>(1) the work reports of the board of directors and the supervisory committee;</p> <p>(2) the profit distribution plans and plans for making up losses drafted by the board of directors;</p> <p>(3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration;</p>	<p>Article 79 Resolutions of the shareholders' general meeting</p> <p>(I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association:</p> <p>(1) the work reports of the board of directors and the supervisory committee;</p> <p>(2) the profit distribution plans and plans for making up losses drafted by the board of directors;</p> <p>(3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration;</p>

No.	Original Articles	Revised Articles
	<p>(4) the annual budgets and final accounts, balance sheets, profit statements and other financial statements of the Company;</p> <p>(5) the annual report of the Company;</p> <p>(6) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution.</p> <p>(II) The following matters shall be adopted by special resolution at the shareholders' general meeting:</p> <p>(1) the increase or reduction of the registered capital and issuance of any class of shares, warrants and other similar securities by the Company;</p> <p>(2) the amendment of these articles of association of the Company;</p> <p>(3) the issuance of corporate bonds and the listing of securities of the Company;</p> <p>(4) the merger, split-up, division, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;</p> <p>(5) the purchase or sale of material asset(s) or the provision of security by the Company within one year with the amount(s) exceeding 30% of the total assets of the Company;</p> <p>(6) equity incentive plans of the Company;</p> <p>(7) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.</p>	<p>(4) <u>the annual budgets and final accounts</u> balance sheets, profit statements and other financial statements of the Company;</p> <p>(5) the annual report of the Company;</p> <p>(6) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution.</p> <p>(II) The following matters shall be adopted by special resolution at the shareholders' general meeting:</p> <p>(1) the increase or reduction of the registered capital and issuance of any class of shares, warrants and other similar securities by the Company;</p> <p>(2) the amendment of these articles of association of the Company;</p> <p>(3) the issuance of corporate bonds and the listing of securities of the Company;</p> <p>(4) the merger, split-up, division, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;</p> <p><u>(1) the increase or reduction of the Company's registered capital;</u></p> <p><u>(2) the split-up, division, merger, dissolution, liquidation or change in the corporate form of the Company;</u></p> <p><u>(3) the amendment of these Articles of Association;</u></p> <p>(4) the purchase or sale of material asset(s) or the provision of security by the Company within one year with the amount(s) exceeding 30% of the total assets of the Company;</p> <p>(5) equity incentive plans of the Company;</p> <p>(6) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.</p>

No.	Original Articles	Revised Articles
	<p>When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p> <p>Before the convening of a shareholders' general meeting to deliberate on connected transactions, the Company shall ascertain the scope of connected shareholders in accordance with pertinent laws, regulations, and normative documents. Connected shareholders or their authorized representatives may attend the shareholders' general meeting and explicate their opinions during the proceedings. However, they must recuse themselves from voting when the vote is taken. A resolution on connected transactions shall be adopted by more than half of the voting shares held by unconnected shareholders present at the shareholders' general meeting. However, if the connected transaction involves matters that require approval by special resolution as stipulated in these Articles of Association, it shall be approved by not less than two-thirds of the voting rights held by the unconnected shareholders present at the shareholders' general meetings.</p>	<p>When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p> <p>Before the convening of a shareholders' general meeting to deliberate on connected transactions, the Company shall ascertain the scope of connected shareholders in accordance with pertinent laws, regulations, and normative documents. Connected shareholders or their authorized representatives may attend the shareholders' general meeting and explicate their opinions during the proceedings. However, they must recuse themselves from voting when the vote is taken. A resolution on connected transactions shall be adopted by more than half of the voting shares held by unconnected shareholders present at the shareholders' general meeting. However, if the connected transaction involves matters that require approval by special resolution as stipulated in these Articles of Association, it shall be approved by not less than two-thirds of the voting rights held by the unconnected shareholders present at the shareholders' general meetings.</p>

No.	Original Articles	Revised Articles
75.	<p>Article 107 The Company shall ensure the convenience for shareholders to attend shareholders' general meetings by whatever means, provided that the shareholders' general meetings are held legally and validly.</p>	<p>Article 107 The Company shall ensure the convenience for shareholders to attend shareholders' general meetings by whatever means, provided that the shareholders' general meetings are held legally and validly.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
76.		<p><i>(newly added)</i></p> <p><u>Article 82</u> Except in cases where the Company is in a crisis or under special circumstances, without the prior approval of a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.</p>
77.	<p>Article 108 Lists of nominations for the candidates for directors or supervisors shall be put forward by way of proposal at the shareholders' general meetings for voting. The method and procedure for nominating candidates for directors and supervisors are as follows:</p> <p>(I) The incumbent board of directors, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates (excluding independent non-executive directors) for the next session of the board of directors or for filling the casual vacancies of the board of directors without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for directors shall be proposed by the board of directors to a shareholders' general meeting for voting.</p>	<p>Article 83 Lists of nominations for the candidates for directors or supervisors shall be put forward by way of proposal at the shareholders' general meetings for voting. The method and procedure for nominating candidates for directors and supervisors are as follows:</p> <p>(I) The incumbent board of directors, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates (excluding independent non-executive directors) for the next session of the board of directors or for filling the casual vacancies of the board of directors without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for directors shall be proposed by the board of directors to a shareholders' general meeting for voting.</p>

No.	Original Articles	Revised Articles
	<p>(II) The incumbent supervisory committee, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates who are not employee representatives for the next session of the supervisory committee or for filling the casual vacancies of the supervisory committee without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent supervisory committee. The qualified candidates for supervisors shall be proposed to a shareholders' general meeting by the supervisory committee for voting. Supervisors who are employee representatives shall be elected through an employee representative meeting and become a member of the supervisory committee directly.</p> <p>(III) The incumbent board of directors, supervisory committee, shareholders individually or in aggregate continuously holding 1% or more of the shares of the Company, may nominate candidates for independent non-executive directors to the shareholders' general meeting. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for independent non-executive directors shall be proposed by the board of directors to a shareholders' general meeting for voting.</p>	<p>(II) The incumbent supervisory committee, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates who are not employee representatives for the next session of the supervisory committee or for filling the casual vacancies of the supervisory committee without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent supervisory committee. The qualified candidates for supervisors shall be proposed to a shareholders' general meeting by the supervisory committee for voting. Supervisors who are employee representatives shall be elected through an employee representative meeting and become a member of the supervisory committee directly.</p> <p>(III) The incumbent board of directors, supervisory committee, shareholders individually or in aggregate continuously holding 1% or more of the shares of the Company, may nominate candidates for independent non-executive directors to the shareholders' general meeting. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for independent non-executive directors shall be proposed by the board of directors to a shareholders' general meeting for voting.</p>

No.	Original Articles	Revised Articles
	<p>(IV) The above-mentioned proposals submitted by the board of directors, the supervisory committee and shareholders with the right to nominate to the convener of the shareholders' general meeting shall include relevant information such as the identity certificates, resumes and basic particulars of the candidates for directors and supervisors. The board of directors shall disclose the details of the candidates for directors and supervisors before the convening of the shareholders' general meeting.</p> <p>When the shareholders' general meeting votes on the election of directors or supervisors, cumulative voting may be implemented in accordance with the provisions of these Articles of Association or resolutions of the shareholders' general meeting. Cumulative voting shall be adopted when a single shareholder and its concerted action party hold 30% or more of the equity.</p> <p>Cumulative voting refers to the practice where each share has voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by shareholders can be aggregated. The election of directors and non-employee representative supervisors shall be determined in order based on the number of votes received, but the minimum number of votes for each elected person must exceed half of the total number of voting shares held by attending shareholders (including their proxies).</p>	<p>(IV) The above-mentioned proposals submitted by the board of directors, the supervisory committee and shareholders with the right to nominate to the convener of the shareholders' general meeting shall include relevant information such as the identity certificates, resumes and basic particulars of the candidates for directors and supervisors. The board of directors shall disclose the details of the candidates for directors and supervisors before the convening of the shareholders' general meeting.</p> <p>When the shareholders' general meeting votes on the election of directors or supervisors, cumulative voting may be implemented in accordance with the provisions of these Articles of Association or resolutions of the shareholders' general meeting. Cumulative voting shall be adopted when a single shareholder and its concerted action party hold 30% or more of the equity.</p> <p>Cumulative voting refers to the practice where each share has voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by shareholders can be aggregated. The election of directors and non-employee representative supervisors shall be determined in order based on the number of votes received, but the minimum number of votes for each elected person must exceed half of the total number of voting shares held by attending shareholders (including their proxies).</p>

No.	Original Articles	Revised Articles
	<p>In addition to cumulative voting, the shareholders' general meeting will vote on each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of proposal submission. Except for circumstances beyond control, such as force majeure, that may result in the suspension or inability to reach a resolution during the shareholders' general meeting, proposals will not be shelved or left unvoted upon by the shareholders' general meeting.</p>	<p>In addition to cumulative voting, the shareholders' general meeting will vote on each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of proposal submission. Except for circumstances beyond control, such as force majeure, that may result in the suspension or inability to reach a resolution during the shareholders' general meeting, proposals will not be shelved or left unvoted upon by the shareholders' general meeting.</p>
78.	<p>Article 111 The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</p>	<p>Article 87 <u>The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot.</u> However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</p>
79.	<p>Article 112 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.</p>	<p>Article 112 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
80.	<p>Article 113 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>	<p>Article 113 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
81.	<p>Article 115 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers, major shareholders and Internet service provider, involved in the voting in person, via the Internet or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>	<p>Article 89 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers, major shareholders and Internet service provider, involved in the voting in person, via the Internet or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>

No.	Original Articles	Revised Articles
82.	<p>Article 117 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. If a vote recount is conducted at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.</p>	<p>Article 91 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. If a vote recount is conducted at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.</p>
83.	<p>Article 120 Where a proposal on the election of directors or supervisors is passed at the shareholders' general meeting, the term of office of a new director or supervisor shall commence on the date on which the relevant resolution is approved by the meeting. However, in the case of a regular election of directors or supervisors, if the term of office of the former directors or supervisors expires later than the date on which the resolution of the shareholders' general meeting is passed, the term of office of a new director or supervisor shall commence on the date immediately after the expiration of the term of office of the former directors or supervisors.</p>	<p>Article 94 Where a proposal on the election of directors or supervisors is passed at the shareholders' general meeting, the term of office of a new director or supervisor shall commence on the date on which the relevant resolution is approved by the meeting. However, in the case of a regular election of directors or supervisors, if the term of office of the former directors or supervisors expires later than the date on which the resolution of the shareholders' general meeting is passed, the term of office of a new director or supervisor shall commence on the date immediately after the expiration of the term of office of the former directors or supervisors.</p>

No.	Original Articles	Revised Articles
84.	<p>SECTION 7 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p> <p>Article 122 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, regulations and these articles of association.</p>	<p>SECTION 7 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p> <p>Article 122 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, regulations and these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
85.	<p>Article 123 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the approval by a special resolution at a shareholders' general meeting and approval by the affected classes of shareholders at separate meetings convened in accordance with articles 125 to 129 of these articles of association. Where the holder of domestic shares of the Company transfers all or part of the shares held by him/her to an overseas investor and list them on the overseas stock exchange for trading, or converts all or part of his/her domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchange for trading, it shall not be considered as a proposed change or abolishment of the rights of class shareholders by the Company.</p>	<p>Article 123 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the approval by a special resolution at a shareholders' general meeting and approval by the affected classes of shareholders at separate meetings convened in accordance with articles 125 to 129 of these articles of association. Where the holder of domestic shares of the Company transfers all or part of the shares held by him/her to an overseas investor and list them on the overseas stock exchange for trading, or converts all or part of his/her domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchange for trading, it shall not be considered as a proposed change or abolishment of the rights of class shareholders by the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
86.	<p>Article 124 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholder:</p> <p>(I) an increase or reduction in the number of shares of such class, or an increase or reduction in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class;</p> <p>(II) a conversion of all or part of the shares of such class into those of another class, or vice versa, or a grant of such conversion rights;</p> <p>(III) the removal or reduction of rights to accrued dividends or rights to cumulative dividends attached to the shares of such class;</p> <p>(IV) the reduction or removal of a dividend preference or a priority to the distribution of property during liquidation attached to shares of such class;</p> <p>(V) the addition, removal or reduction of conversion rights, options, voting rights, right of transfer, pre-emptive rights or rights to obtain securities of the Company attached to shares of such class;</p> <p>(VI) the removal or reduction of rights attached to shares of such class to receive payments payable by the Company in a particular currency;</p>	<p>Article 124 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholder:</p> <p>(I) an increase or reduction in the number of shares of such class, or an increase or reduction in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class;</p> <p>(II) a conversion of all or part of the shares of such class into those of another class, or vice versa, or a grant of such conversion rights;</p> <p>(III) the removal or reduction of rights to accrued dividends or rights to cumulative dividends attached to the shares of such class;</p> <p>(IV) the reduction or removal of a dividend preference or a priority to the distribution of property during liquidation attached to shares of such class;</p> <p>(V) the addition, removal or reduction of conversion rights, options, voting rights, right of transfer, pre-emptive rights or rights to obtain securities of the Company attached to shares of such class;</p> <p>(VI) the removal or reduction of rights attached to shares of such class to receive payments payable by the Company in a particular currency;</p>

No.	Original Articles	Revised Articles
	<p>(VII) the creation of a new class of shares having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(VIII) the restriction on the transfer or ownership of the shares of such class or any addition to such restriction;</p> <p>(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) the increase of the rights and privileges of shares of another class;</p> <p>(XI) the restructuring of the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate degree of liability;</p> <p>(XII) the variation or abrogation of the provisions of these articles of association.</p>	<p>(VII) the creation of a new class of shares having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(VIII) the restriction on the transfer or ownership of the shares of such class or any addition to such restriction;</p> <p>(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) the increase of the rights and privileges of shares of another class;</p> <p>(XI) the restructuring of the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate degree of liability;</p> <p>(XII) the variation or abrogation of the provisions of these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
87.	<p>Article 125 Shareholders of the affected class, whether or not having the right to vote at the shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (II) to (VIII), (XI) and (XII) of article 118 of these articles of association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The "interested shareholder(s)" referred to in the preceding paragraph have the following meanings:</p> <p>(I) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the controlling shareholder as defined in article 58 of these articles of association;</p> <p>(II) In the case of a repurchase of its own shares by the Company through an off-market agreement outside the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the shareholder to which the proposed agreement relates to;</p> <p>(III) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities in a proportion less than the burden imposed on other shareholders of that class or who has interests different from those held by other shareholders of the same class.</p>	<p>Article 125 Shareholders of the affected class, whether or not having the right to vote at the shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (II) to (VIII), (XI) and (XII) of article 118 of these articles of association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The "interested shareholder(s)" referred to in the preceding paragraph have the following meanings:</p> <p>(I) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the controlling shareholder as defined in article 58 of these articles of association;</p> <p>(II) In the case of a repurchase of its own shares by the Company through an off-market agreement outside the Hong Kong Stock Exchange in accordance with article 27 of these articles of association, "interested shareholder" shall refer to the shareholder to which the proposed agreement relates to;</p> <p>(III) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities in a proportion less than the burden imposed on other shareholders of that class or who has interests different from those held by other shareholders of the same class.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
88.	<p>Article 126 A resolution of a class meeting shall only be passed in accordance with Article 125 of these Articles of Association by the votes of shareholders present at the class meeting who represent not less than two-thirds of the voting rights.</p>	<p>Article 126 A resolution of a class meeting shall only be passed in accordance with Article 125 of these Articles of Association by the votes of shareholders present at the class meeting who represent not less than two-thirds of the voting rights.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
89.	<p>Article 127 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 15 days before the extraordinary general meeting, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve the written reply to the Company prior to the date of the meeting.</p>	<p>Article 127 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 15 days before the extraordinary general meeting, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve the written reply to the Company prior to the date of the meeting.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
90.	<p>Article 128 Notice of a class meeting shall only be delivered to the shareholders who are entitled to vote in such class meeting.</p> <p>The procedures pursuant to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of these articles of association in relation to the procedures for convening the shareholders' general meeting shall be applicable to class meetings.</p>	<p>Article 128 Notice of a class meeting shall only be delivered to the shareholders who are entitled to vote in such class meeting.</p> <p>The procedures pursuant to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of these articles of association in relation to the procedures for convening the shareholders' general meeting shall be applicable to class meetings.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
91.	<p>Article 129 In addition to the holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by a special resolution of its shareholders in the shareholders' general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p>(II) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities under the State Council, its plan (made at the time of its establishment) to issue domestic shares and overseas listed foreign shares;</p> <p>(III) where, with the approval of the securities regulatory authorities under the State Council, the holders of domestic shares of the Company transfer the shares held by them to overseas investors and list them in the overseas stock exchanges, or convert all or part of their domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchanges for trading.</p>	<p>Article 129 In addition to the holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for approval by class shareholders shall not apply to the following circumstances:</p> <p>(I) where the Company issues, upon approval by a special resolution of its shareholders in the shareholders' general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p>(II) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities under the State Council, its plan (made at the time of its establishment) to issue domestic shares and overseas listed foreign shares;</p> <p>(III) where, with the approval of the securities regulatory authorities under the State Council, the holders of domestic shares of the Company transfer the shares held by them to overseas investors and list them in the overseas stock exchanges, or convert all or part of their domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchanges for trading.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
92.	<p data-bbox="308 283 754 304">CHAPTER 5 BOARD OF DIRECTORS</p> <p data-bbox="308 363 600 385">SECTION 1 DIRECTORS</p> <p data-bbox="308 444 815 551">The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).</p>	<p data-bbox="845 283 1292 304">CHAPTER 5 BOARD OF DIRECTORS</p> <p data-bbox="845 363 1137 385">SECTION 1 DIRECTORS</p> <p data-bbox="845 444 1353 591"><u>Article 96 The directors of the Company shall be individuals, and they shall be disqualified from serving as directors if any of the following circumstances apply:</u></p> <p data-bbox="845 644 1353 708"><u>(I) a person who has no or restricted capacity for civil conduct;</u></p> <p data-bbox="845 761 1353 1229"><u>(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;</u></p> <p data-bbox="845 1283 1353 1634"><u>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;</u></p>

No.	Original Articles	Revised Articles
		<p><u>(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;</u></p> <p><u>(V) a person who has a relatively large amount of debt due and outstanding;</u></p> <p><u>(VI) a person subject to an ongoing prohibition from entering the securities market imposed by the CSRC;</u></p> <p><u>(VII) they are disqualified under other provisions stipulated by laws, administrative regulations or departmental regulations.</u></p> <p><u>If a director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. If a director falls into any of the aforementioned situations during his/her tenure, his/her directorship shall be terminated.</u></p>

No.	Original Articles	Revised Articles
93.	<p>Article 130 Directors shall be elected or replaced by shareholders' general meetings and shall have a term of three years, renewable upon expiry if re-elected.</p> <p>Shareholders may remove any director before the expiry of his/her term of office by ordinary resolution (without prejudice to any claim in accordance with any contract) at the shareholders' general meetings subject to the compliance with applicable laws, administrative regulations and listing rules of the place where the shares of the Company are listed.</p> <p>A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the board of directors. The existing director shall continue to perform the duties of a director in accordance with laws, regulations and these articles of association after the expiry of his/her term if no re-election is held in time. The term of office of a person appointed as a director by the board of directors to fill a casual vacancy or as an additional member of the board of directors shall terminate when the next shareholders' annual general meeting is held, and such person shall be eligible for re-election.</p>	<p>Article 97 <u>Directors shall be elected or replaced by shareholders' general meetings and may have their office terminated by the shareholders' general meeting prior to the expiration of their term.</u> Directors shall have a term of three years, renewable upon expiry if re-elected.</p> <p>The written notification of nomination of a candidate for director and a written consent of the candidate shall be served to the Company seven days prior to the date of the shareholders' general meeting (the notification period shall begin from no earlier than the next day following the dispatch of the notice of the shareholders' general meeting and end no later than 7 days prior to the date of the shareholders' general meeting). The Company shall allow at least 7 days (from the next day following the dispatch of the notice of the shareholders' general meetings) for submission of such documents by the nominator and the director candidate.</p>

No.	Original Articles	Revised Articles
	<p>The general manager and senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve as the general manager and senior management members shall not be more than half of the total number of directors of the Company. Directors are not required to hold shares of the Company.</p> <p>The Company does not appoint directors to represent its employees.</p>	<p>Shareholders may remove any director before the expiry of his/her term of office by ordinary resolution (without prejudice to any claim in accordance with any contract) at the shareholders' general meetings subject to the compliance with applicable laws and administrative regulations.</p> <p>A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the board of directors. The existing director shall continue to perform the duties of a director in accordance with laws, regulations and these articles of association after the expiry of his/her term if no re-election is held in time. The term of office of a person appointed as a director by the board of directors to fill a casual vacancy or as an additional member of the board of directors shall terminate when the next <u>first</u> shareholders' annual general meeting of the Company following his/her appointment is held, and such person shall be eligible for re-election.</p> <p>The general manager and senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve as the general manager and senior management members shall not be more than half of the total number of directors of the Company.</p> <p>Directors are not required to hold shares of the Company.</p>

No.	Original Articles	Revised Articles
94.	The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).	<p data-bbox="842 283 1359 453"><u>Article 98 Directors have a fiduciary duty to the Company and shall faithfully fulfill the following obligations in accordance with applicable laws, administrative regulations, and these Articles of Association:</u></p> <p data-bbox="842 495 1359 634"><u>(I) not to abuse their authority of office to accept bribes or other illegal income and not to misappropriate the properties of the Company.</u></p> <p data-bbox="842 676 1359 751"><u>(II) not to misappropriate funds of the Company;</u></p> <p data-bbox="842 793 1359 889"><u>(III) not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company;</u></p> <p data-bbox="842 932 1359 1176"><u>(IV) not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);</u></p> <p data-bbox="842 1219 1359 1389"><u>(V) not to enter into any contracts or conduct any transactions with the Company that violate these Articles of Association or occur without the approval of the shareholders' general meeting;</u></p> <p data-bbox="842 1432 1359 1719"><u>(VI) not to abuse their power to garner business opportunities that rightfully belong to the Company for themselves or others, either by operating similar businesses as the Company or conducting such businesses on behalf of others, without the consent of the shareholders' general meeting;</u></p> <p data-bbox="842 1761 1359 1825"><u>(VII) not to retain personal commissions from transactions with the Company;</u></p> <p data-bbox="842 1868 1359 1964"><u>(VIII) not to disclose any confidential information of the Company without authorization;</u></p>

No.	Original Articles	Revised Articles
		<p><u>(IX) not to exploit their affiliated relationships to harm the interests of the Company;</u></p> <p><u>(X) fulfilling other fiduciary obligations as stipulated by applicable laws, administrative regulations, departmental rules, and these Articles of Association.</u></p> <p><u>Any proceeds received by directors in breach of this Article shall be claimed by the Company, and they shall be held liable for compensating the Company for any losses incurred.</u></p>
95.	<p>Article 133 Directors may request to resign prior to the expiry of their term of office. The resigning director shall submit a written resignation to the board of directors. The board of directors shall disclose the pertinent information within two days. Subject to the laws, regulations and regulatory rules of the place where the shares of the Company are listed, if the board of directors appoints a new director to fill the casual vacancy or as an addition to the board of the directors, the term of office of such director shall terminate at the first general meeting after his/her appointment, and the director shall be eligible for re-election thereat. All directors to be appointed to fill casual vacancies shall be subject to shareholder election at the first general meeting after appointment.</p> <p>If any director resigns such that the membership of the board of directors falls short of the number of directors required, such director shall continue to fulfill his/her duties as director pursuant to laws, regulations and these articles of association until a new director is elected.</p> <p>Save as provided in the preceding paragraph, the resignation of a director shall be effective when his/her resignation is served to the board of directors.</p>	<p>Article 101 Directors may request to resign prior to the expiry of their term of office. The resigning director shall submit a written resignation to the board of directors. The board of directors shall disclose the pertinent information within two days. Subject to the laws, regulations and regulatory rules of the place where the shares of the Company are listed, if the board of directors appoints a new director to fill the casual vacancy or as an addition to the board of the directors, the term of office of such director shall terminate at the first general meeting after his/her appointment, and the director shall be eligible for re-election thereat. All directors to be appointed to fill casual vacancies shall be subject to shareholder election at the first general meeting after appointment.</p> <p>If any director resigns such that the membership of the board of directors falls short of the number of directors required, such director shall continue to fulfill his/her duties as director pursuant to laws, regulations and these articles of association until a new director is elected.</p> <p>Save as provided in the preceding paragraph, the resignation of a director shall be effective when his/her resignation is served to the board of directors.</p>

No.	Original Articles	Revised Articles
96.	<p>Article 141 The board of directors shall perform the following responsibilities:</p> <p>(I) to convene shareholders' general meetings for the board of directors to propose matters for approval and to present their work reports at such meetings;</p> <p>(II) to implement the resolutions of shareholders' general meetings;</p> <p>(III) to change the scope of business or the name of the Company;</p> <p>(IV) to decide on the business and investment plans of the Company;</p> <p>(V) to prepare the annual financial budgets and final accounts of the Company;</p> <p>(VI) to formulate the profit distribution plans and loss recovery plans of the Company;</p> <p>(VII) to propose the increase or reduction of the registered capital of the Company;</p> <p>(VIII) to propose the issuance of corporate bonds and listing of securities of the Company;</p> <p>(IX) to formulate the plans for major acquisitions, acquisition of the Company shares, merger, division, dissolution, liquidation or change in corporate form of the Company;</p> <p>(X) to determine matters pertaining to the Company's external investments, purchase and sale of assets, mortgages, external guarantee, entrustment of financial services, connected transactions and external donations within the scope of authorization by the shareholders' general meeting.</p>	<p>Article 109 The board of directors shall perform the following responsibilities:</p> <p>(I) to convene shareholders' general meetings for the board of directors to propose matters for approval and to present their work reports at such meetings;</p> <p>(II) to implement the resolutions of shareholders' general meetings;</p> <p>(III) to change the scope of business or the name of the Company;</p> <p>(III) to decide on the business and investment plans of the Company;</p> <p>(IV) to prepare the annual financial budgets and final accounts of the Company;</p> <p>(V) to formulate the profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) to propose the increase or reduction of the registered capital of the Company, issuance of corporate bonds or other securities, and listing of the Company;</p> <p>(VIII) to propose the issuance of corporate bonds and listing of securities</p> <p>(VII) to formulate the plans for major acquisitions, acquisition of the Company shares, merger, division, dissolution, liquidation or change in corporate form of the Company;</p> <p>(VIII) to determine matters pertaining to the Company's external investments, purchase and sale of assets, mortgages, external guarantee, entrustment of financial services, connected transactions and external donations within the scope of authorization by the shareholders' general meeting.</p> <p>(IX) to determine the establishment of the internal management structure and the establishment of branches of the Company;</p> <p>(X) to determine the appointment and dismissal of the general manager, secretary to the board of directors and other senior management of the Company as well as the appointment and dismissal of the deputy general manager, chief financial officer and other senior management as proposed by the general manager; and to determine their remuneration, rewards and punishments;</p>

No.	Original Articles	Revised Articles
	<p>(XI) to determine the establishment of the internal management structure and the establishment of branches of the Company;</p> <p>(XII) to determine the appointment and dismissal of the general manager, secretary to the board of directors and other senior management of the Company as well as the appointment and dismissal of the deputy general manager, chief financial officer and other senior management as proposed by the general manager; and to determine their remuneration, rewards and punishments;</p> <p>(XIII) to formulate the general management systems of the Company;</p> <p>(XIV) to formulate the remuneration and incentive systems of the Company;</p> <p>(XV) to propose amendments to these articles of association;</p> <p>(XVI) to oversee the management of the Company's information disclosure obligations;</p> <p>(XVII) to propose to shareholders' general meetings for the appointment or replacement of the accounting firm that provides audit service to the Company;</p> <p>(XVIII) to determine the provision of guarantee for third parties not required to be considered by shareholders' general meeting;</p> <p>(XIX) to determine the establishment of the subsidiaries and branches of the Company, and the reorganization of such subsidiaries;</p> <p>(XX) to review the work reports of the general manager of the Company and inspect his/her work;</p> <p>(XXI) to consider and approve the connected transactions required to be considered and approved by the board of directors in accordance with the laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and these Articles of Association;</p>	<p>(XI) to formulate the general management systems of the Company;</p> <p>(XIV) to formulate the remuneration and incentive systems of the Company;</p> <p>(XII) to propose amendments to these articles of association;</p> <p>(XIII) to oversee the management of the Company's information disclosure obligations;</p> <p>(XIV) to propose to shareholders' general meetings for the appointment or replacement of the accounting firm that provides audit service to the Company;</p> <p>(XV) to review the work reports of the general manager of the Company and inspect his/her work;</p> <p>(XVI) to determine the provision of guarantee for third parties not required to be considered by shareholders' general meeting;</p> <p>(XVII) to consider and approve the connected transactions required to be considered and approved by the board of directors in accordance with the laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and these Articles of Association;</p> <p>(XVIII) other duties conferred by these articles of association or the shareholders' general meeting;</p> <p>(XIX) to determine the establishment of the subsidiaries and branches of the Company, and the reorganization of such subsidiaries;</p> <p>(XIX) other matters as required in the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.</p>

No.	Original Articles	Revised Articles
	<p>(XXII) other duties conferred by these articles of association or the shareholders' general meeting;</p> <p>(XXIII) other matters as required in the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.</p> <p>The aforesaid matters proposed by the board of directors shall be approved by a simple majority of the directors, except sub-paragraphs (VII), (VIII), (IX) and (XV) which shall be approved by more than two-thirds of the directors.</p> <p>The board of directors shall establish four committees, including the audit committee, strategy development committee, nomination committee, and remuneration and evaluation committee. The committees shall be accountable to the board of directors and perform their duties in accordance with these articles of association and the authorization of the board of directors. The proposals of the committees shall be submitted to the board of directors for approval. All members of the committees shall be directors. Independent non-executive directors shall be the majority in the audit committee, nomination committee, and remuneration and evaluation committee, and shall act as conveners. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating the rules of the committees to regulate their operation.</p> <p>Matters beyond the scope of authorization given by the shareholders' general meetings shall be submitted to the shareholders' general meetings for consideration.</p>	<p>The aforesaid matters proposed by the board of directors shall be approved by a simple majority of the directors, except sub-paragraphs (VII), (VIII), (IX) and (XV) which shall be approved by more than two-thirds of the directors.</p> <p>The board of directors shall establish four committees, including the audit committee, strategy development committee, nomination committee, and remuneration and evaluation committee. The committees shall be accountable to the board of directors and perform their duties in accordance with these articles of association and the authorization of the board of directors. The proposals of the committees shall be submitted to the board of directors for approval. All members of the committees shall be directors. Independent non-executive directors shall be the majority in the audit committee, nomination committee, and remuneration and evaluation committee, and shall act as conveners. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating the rules of the committees to regulate their operation.</p> <p>Matters beyond the scope of authorization given by the shareholders' general meetings shall be submitted to the shareholders' general meetings for consideration.</p>

No.	Original Articles	Revised Articles
97.	<p>Article 142 The board of directors shall not dispose or agree to dispose fixed assets without prior approval of the shareholders' general meetings if the estimated value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed of within four months before the proposed disposal, exceeds 33% of the fixed assets of the Company as set out in the latest balance sheet presented at the shareholders' general meeting.</p> <p>The "disposal of fixed assets" referred to in this article refer to the transfer of interests in assets, but not including the provision of guarantees with fixed assets. The validity of transactions regarding the disposal of fixed assets by the Company shall not be affected due to the violation of the first paragraph of this article.</p>	<p>Article 142 The board of directors shall not dispose or agree to dispose fixed assets without prior approval of the shareholders' general meetings if the estimated value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed of within four months before the proposed disposal, exceeds 33% of the fixed assets of the Company as set out in the latest balance sheet presented at the shareholders' general meeting.</p> <p>The "disposal of fixed assets" referred to in this article refer to the transfer of interests in assets, but not including the provision of guarantees with fixed assets.</p> <p>The validity of transactions regarding the disposal of fixed assets by the Company shall not be affected due to the violation of the first paragraph of this article.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
98.	<p>Article 152 Meetings of the board of directors include regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year on a quarterly basis. An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors, more than a half of the independent non-executive directors, the general manager, or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.</p>	<p>Article 119 Meetings of the board of directors include regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year on a quarterly basis. An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors, more than a half of the independent non-executive directors, the general manager, or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.</p>

No.	Original Articles	Revised Articles
99.		<p><i>(newly added)</i></p> <p><u>Article 120 An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.</u></p>
100.	<p>Article 153 A written notice of board meetings shall be served 14 days before the date of a regular meeting and five days before the date of an extraordinary meeting. The notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reasons for holding the meeting and the matters to be discussed;</p> <p>(IV) the date of notice;</p> <p>(V) the name, telephone number or other contact information of the contact person.</p>	<p>Article 121 A written notice of board meetings shall be served 14 days before the date of a regular meeting and five days before the date of an extraordinary meeting.</p> <p><u>The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.</u></p> <p>Article 122 The notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the reasons for holding the meeting and the matters to be discussed;</p> <p>(IV) the date of notice;</p> <p>(V) the name, telephone number or other contact information of the contact person.</p>

No.	Original Articles	Revised Articles
101.	<p>Article 154 The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.</p>	<p>Article 154 The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
102.	<p>Article 155 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. A resolution of the board of directors shall be passed by more than half of all directors.</p> <p>When voting on the resolutions of the board of directors, each director shall have one vote.</p> <p>When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p>	<p>Article 123 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. A resolution of the board of directors shall be passed by more than half of all directors.</p> <p>When voting on the resolutions of the board of directors, each director shall have one vote.</p> <p>When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p>
103.		<p><i>(newly added)</i></p> <p><u>Article 124</u> <u>In the event that a director has a related-party relationship with the enterprise involved in a matter to be resolved by the board of directors or its meetings, that director shall neither exercise his/her voting rights over the resolution nor act as a proxy for other directors. The quorum of such board meeting shall consist of more than one half of all unconnected directors. A resolution of the board of directors shall be adopted by more than half of all unconnected directors. If the number of directors without related-party relationships attending the board meeting is fewer than three, the matter shall be submitted to the shareholders' general meeting for deliberation.</u></p>

No.	Original Articles	Revised Articles
104.	<p>Article 156 Meetings of the board of directors may be held onsite, in the form of written resolutions or other means agreed by all directors. If a board meeting is to be held onsite, telephone, video or other means can be used to facilitate the participation of directors. Directors participating in the meeting by any of the aforesaid means shall be deemed as attending the meeting.</p> <p>If a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has significant interest in the matter to be considered which is considered material by the board of directors, the matter shall be dealt with by a physical board meeting rather than by written resolution. Independent non-executive directors who, and whose close associates (as defined in the Hong Kong Stock Exchange Listing Rules), have no material interest in the transaction should be present at that board meeting.</p> <p>In the event that a director has a related-party relationship with the enterprise involved in a matter to be resolved by the board of directors or its meetings, that director shall neither exercise his/her voting rights over the resolution nor act as a proxy for other directors. The quorum of such board meeting shall consist of more than one half of all unconnected directors. A resolution of the board of directors shall be adopted by more than half of all unconnected directors. If the number of directors without related-party relationships attending the board meeting is fewer than three, the matter shall be submitted to the shareholders' general meeting for deliberation.</p>	<p>Article 125 Meetings of the board of directors may be held onsite, in the form of written resolutions or other means agreed by all directors. If a board meeting is to be held onsite, telephone, video or other means can be used to facilitate the participation of directors. Directors participating in the meeting by the aforesaid telephone, video or other means shall be deemed as attending the meeting.</p> <p>If a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has significant interest in the matter to be considered which is considered material by the board of directors, the matter shall be dealt with by a physical board meeting rather than by written resolution. Independent non-executive directors who, and whose close associates (as defined in the Hong Kong Stock Exchange Listing Rules), have no material interest in the transaction should be present at that board meeting.</p> <p>In the event that a director has a related-party relationship with the enterprise involved in a matter to be resolved by the board of directors or its meetings, that director shall neither exercise his/her voting rights over the resolution nor act as a proxy for other directors. The quorum of such board meeting shall consist of more than one half of all unconnected directors. A resolution of the board of directors shall be adopted by more than half of all unconnected directors. If the number of directors without related-party relationships attending the board meeting is fewer than three, the matter shall be submitted to the shareholders' general meeting for deliberation.</p>

No.	Original Articles	Revised Articles
105.	<p>Article 161 The directors shall be responsible for the resolutions of the board of directors. If a resolution of the board of directors is in violation of any laws, administrative regulations, these articles of association or resolutions of shareholders' general meetings, resulting in material losses for the Company, the directors who participate in the voting of such resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his/her objection to such resolution, and the objection has been recorded in the minutes of the meeting, such director shall be released from such liability.</p>	<p>Article 161 The directors shall be responsible for the resolutions of the board of directors. If a resolution of the board of directors is in violation of any laws, administrative regulations, these articles of association or resolutions of shareholders' general meetings, resulting in material losses for the Company, the directors who participate in the voting of such resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his/her objection to such resolution, and the objection has been recorded in the minutes of the meeting, such director shall be released from such liability.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
106.	<p>Article 166 The general manager shall be accountable to the board of directors and shall have the following responsibilities:</p> <p>(I) to manage the production and operation of the Company, to implement the resolutions of the board of directors, and to report to the board of directors;</p> <p>(II) to determine the annual business plan, investment plan, financial budget and final accounts of the Company for approval by the board of directors, and to implement the annual business plan, investment plan and financial budget of the Company;</p> <p>(III) to convene and preside over the general manager's office meetings;</p> <p>(IV) to determine the internal management organization of the Company;</p> <p>(V) to determine the general management system of the Company;</p>	<p>Article 134 The general manager shall be accountable to the board of directors and shall have the following responsibilities:</p> <p>(I) to manage the production and operation of the Company, to implement the resolutions of the board of directors, and to report to the board of directors;</p> <p>(II) to determine the annual business plan, investment plan, financial budget and final accounts of the Company for approval by the board of directors, and to implement the annual business plan, investment plan and financial budget of the Company;</p> <p>(III) to convene and preside over the general manager's office meetings;</p> <p>(IV) to determine the internal management organization of the Company;</p> <p>(V) to determine the general management system of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(VI) to determine the rules and regulations of the Company;</p> <p>(VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors;</p> <p>(VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors;</p> <p>(IX) to propose to convene extraordinary meetings of the board of directors;</p> <p>(X) other responsibilities conferred by these articles of association or the board of directors.</p> <p>The general manager may attend the meetings of the board of directors, but has no voting rights at the meetings if he/she is not a director of the Company.</p>	<p>(VI) to determine the rules and regulations of the Company;</p> <p>(VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors;</p> <p>(VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors;</p> <p>(IX) to propose to convene extraordinary meetings of the board of directors;</p> <p>(X) other responsibilities conferred by these articles of association or the board of directors.</p> <p>The general manager may attend the meetings of the board of directors, but has no voting rights at the meetings if he/she is not a director of the Company.</p>
107.	<p>Article 170 The general manager shall report the execution and implementation of material contracts of the Company, application of funds and unforeseeable major events of the Company upon the request of the board of directors. The general manager shall ensure that such reports are true and accurate.</p>	<p>Article 170 The general manager shall report the execution and implementation of material contracts of the Company, application of funds and unforeseeable major events of the Company upon the request of the board of directors. The general manager shall ensure that such reports are true and accurate.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
108.	<p>Article 173 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.</p> <p>Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall not perform the act in such dual capacity.</p>	<p>Article 140 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.</p> <p>Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall not perform the act in such dual capacity.</p>
109.	<p>CHAPTER 7 SUPERVISORY COMMITTEE SECTION 1 SUPERVISORS</p> <p>Article 176 Directors, the general manager and senior management members shall not serve concurrently as supervisors.</p>	<p>CHAPTER 7 SUPERVISORY COMMITTEE SECTION 1 SUPERVISORS</p> <p>Article 143 <u>The provisions of these Articles of Association pertaining to the disqualification of individuals from serving as directors shall equally apply to supervisors.</u> Directors, the general manager and senior management members shall not serve concurrently as supervisors.</p>
110.	<p>SECTION 2 SUPERVISORY COMMITTEE</p> <p>Article 184 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.</p> <p>The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by not less than two-thirds of the members of the supervisory committee.</p> <p>The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.</p>	<p>SECTION 2 SUPERVISORY COMMITTEE</p> <p>Article 151 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.</p> <p>The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by not less than two-third <u>half of the members of the supervisory committee.</u></p> <p>The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.</p>

No.	Original Articles	Revised Articles
111.	<p>Article 185 The supervisory committee shall be accountable and report to the shareholders' general meeting, and shall perform the following responsibilities:</p> <p>(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;</p> <p>(II) examining the financial matters of the Company;</p> <p>(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;</p> <p>(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;</p> <p>(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;</p> <p>(VI) proposing motions to shareholders' general meetings;</p> <p>(VII) suing directors or senior management members in accordance with the Company Law;</p>	<p>Article 152 The supervisory committee shall be accountable and report to the shareholders' general meeting, and shall perform the following responsibilities:</p> <p>(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;</p> <p>(II) examining the financial matters of the Company;</p> <p>(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;</p> <p>(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;</p> <p>(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;</p> <p>(VI) proposing motions to shareholders' general meetings;</p> <p>(VII) suing directors or senior management members in accordance with the Company Law;</p>

No.	Original Articles	Revised Articles
	<p>(VIII) examining the financial reports, business reports, profit distribution plans and other financial information submitted to shareholders' general meetings by the board of directors and, if in doubt, engaging certified accountants or auditors to review such information on behalf of the Company;</p> <p>(IX) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;</p> <p>(X) performing other duties in accordance with the laws, regulations and these articles of association.</p>	<p>(VIII) examining the financial reports, business reports, profit distribution plans and other financial information submitted to shareholders' general meetings by the board of directors and, if in doubt, engaging certified accountants or auditors to review such information on behalf of the Company;</p> <p>(VIII) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;</p> <p>(IX) performing other duties in accordance with the laws, regulations and these articles of association.</p>
112.	<p>Article 187 The written notice of the regular meetings and extraordinary meetings of the supervisory committee shall be delivered to all supervisors 10 and 5 days before the meetings, respectively. The notice shall specify: the date, venue and duration of the meeting, reasons for holding the meeting and matters to be discussed, date of notice, and the name, telephone number, or other information of the contact person.</p>	<p>Article 154 The written notice of the regular meetings and extraordinary meetings of the supervisory committee shall be delivered to all supervisors 10 and 5 days before the meetings, respectively. The notice shall specify: the date, venue and duration of the meeting, reasons for holding the meeting and matters to be discussed, date of notice, and the name, telephone number, or other information of the contact person.</p> <p>The notice shall specify:</p> <p><u>(I) the date, venue and duration of the meeting;</u></p> <p><u>(II) reasons for holding the meeting and matters to be discussed;</u></p> <p><u>(III) date of notice.</u></p>
113.	<p>Article 189 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.</p> <p>Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds of the supervisors.</p>	<p>Article 156 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.</p> <p>Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds half of the supervisors.</p>

No.	Original Articles	Revised Articles
114.	<p>CHAPTER 8 QUALIFICATIONS AND RESPONSIBILITIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT</p> <p>Article 195 A person may not serve as a director, supervisor, general manager or senior management of the Company in any of the following circumstances:</p> <p>(I) a person who has no or restricted capacity for civil conduct;</p> <p>(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;</p> <p>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;</p>	<p>CHAPTER 8 QUALIFICATIONS AND RESPONSIBILITIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT</p> <p>Article 195 A person may not serve as a director, supervisor, general manager or senior management of the Company in any of the following circumstances:</p> <p>(I) a person who has no or restricted capacity for civil conduct;</p> <p>(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;</p> <p>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;</p>

No.	Original Articles	Revised Articles
	<p>(V) a person who has a relatively large amount of debt due and outstanding;</p> <p>(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;</p> <p>(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;</p> <p>(X) other circumstances specified by laws and regulations.</p> <p>If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position.</p>	<p>(V) a person who has a relatively large amount of debt due and outstanding;</p> <p>(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;</p> <p>(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;</p> <p>(X) other circumstances specified by laws and regulations.</p> <p>If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
115.	<p>Article 196 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.</p>	<p>Article 196 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
116.	<p>Article 197 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the functions and powers granted to him/her by the Company:</p> <p>(I) not to cause the Company to exceed the scope of the business stipulated in its business licence;</p> <p>(II) to act honestly in the best interests of the Company;</p> <p>(III) not to expropriate in any guise any property of the Company, including (but not limited to) any opportunities that are advantageous to the Company;</p> <p>(IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) distribution rights and voting rights, unless pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these articles of association.</p>	<p>Article 197 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the functions and powers granted to him/her by the Company:</p> <p>(I) not to cause the Company to exceed the scope of the business stipulated in its business licence;</p> <p>(II) to act honestly in the best interests of the Company;</p> <p>(III) not to expropriate in any guise any property of the Company, including (but not limited to) any opportunities that are advantageous to the Company;</p> <p>(IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) distribution rights and voting rights, unless pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these articles of association.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
117.	<p>Article 198 Directors, supervisors, general manager and senior management of the Company are obliged, in the exercise of their rights or discharge of their obligations, to perform their acts with care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.</p>	<p>Article 198 Directors, supervisors, general manager and senior management of the Company are obliged, in the exercise of their rights or discharge of their obligations, to perform their acts with care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
118.	<p>Article 199 Each of the directors, supervisors, general manager and senior management of the Company shall carry out his/her duties in accordance with the principles of fiduciary duty and shall not put himself/herself in a position that may give rise to conflict of interest. This principle includes (but not limited to) the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;</p> <p>(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another person and, unless and to the extent permitted by the laws, regulations or with the informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;</p> <p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) unless otherwise stipulated by these articles of association or with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) without the informed consent of the shareholders' general meeting, not to use any property of the Company for his/her own benefit by any means;</p> <p>(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company by any means, including (but not limited to) opportunities advantageous to the Company;</p> <p>(VIII) without the informed consent of the shareholders' general meeting, not to accept commissions in connection with the transactions of the Company;</p>	<p>Article 199 Each of the directors, supervisors, general manager and senior management of the Company shall carry out his/her duties in accordance with the principles of fiduciary duty and shall not put himself/herself in a position that may give rise to conflict of interest. This principle includes (but not limited to) the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;</p> <p>(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another person and, unless and to the extent permitted by the laws, regulations or with the informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;</p> <p>(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(V) unless otherwise stipulated by these articles of association or with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(VI) without the informed consent of the shareholders' general meeting, not to use any property of the Company for his/her own benefit by any means;</p> <p>(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company by any means, including (but not limited to) opportunities advantageous to the Company;</p> <p>(VIII) without the informed consent of the shareholders' general meeting, not to accept commissions in connection with the transactions of the Company;</p>

No.	Original Articles	Revised Articles
	<p>(IX) to abide by these articles of association, perform his/her duties faithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests;</p> <p>(X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form;</p> <p>(XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company, not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);</p> <p>(XII) without the informed consent of the shareholders' general meeting, not to disclose any confidential information relating to the Company acquired during his/her tenure of office and not to use such information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if it is:</p> <ol style="list-style-type: none"> 1. provided by the laws; 2. required in the public interest; 3. required in the interests of such director, supervisor, general manager or senior management. <p>Any gain arising from the breach of this article by the personnel mentioned in this article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.</p>	<p>(IX) to abide by these articles of association, perform his/her duties faithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests;</p> <p>(X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form;</p> <p>(XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company, not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);</p> <p>(XII) without the informed consent of the shareholders' general meeting, not to disclose any confidential information relating to the Company acquired during his/her tenure of office and not to use such information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if it is:</p> <ol style="list-style-type: none"> 1. provided by the laws; 2. required in the public interest; 3. required in the interests of such director, supervisor, general manager or senior management. <p>Any gain arising from the breach of this article by the personnel mentioned in this article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
119.	<p>Article 200 Each director, supervisor, general manager or senior management of the Company shall not cause the following persons or institutions (the “related persons”) to do what such director, supervisor, general manager or senior management is prohibited from doing:</p> <p>(I) the spouse or minor children of such director, supervisor, general manager or senior management of the Company;</p> <p>(II) a trustee of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I);</p> <p>(III) a partner of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I) and (II) above;</p> <p>(IV) a company in which such director, supervisor, general manager or senior management, individually, or jointly with any persons referred to in sub-paragraph (I), (II) and (III) above or other directors, supervisors, general manager and senior management, have de facto control; and</p> <p>(V) the directors, supervisors, general manager and senior management of a company being controlled as referred to in sub-paragraph (IV).</p>	<p>Article 200 Each director, supervisor, general manager or senior management of the Company shall not cause the following persons or institutions (the “related persons”) to do what such director, supervisor, general manager or senior management is prohibited from doing:</p> <p>(I) the spouse or minor children of such director, supervisor, general manager or senior management of the Company;</p> <p>(II) a trustee of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I);</p> <p>(III) a partner of such director, supervisor, general manager or senior management of the Company or any person referred to in sub-paragraph (I) and (II) above;</p> <p>(IV) a company in which such director, supervisor, general manager or senior management, individually, or jointly with any persons referred to in sub-paragraph (I), (II) and (III) above or other directors, supervisors, general manager and senior management, have de facto control; and</p> <p>(V) the directors, supervisors, general manager and senior management of a company being controlled as referred to in sub-paragraph (IV).</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
120.	<p>Article 201 The fiduciary duties of the directors, supervisors, general manager and senior management of the Company do not necessarily cease upon termination of their respective terms of office. Their confidentiality obligations in relation to the trade secrets of the Company shall survive the termination of their terms of office. Other obligations may continue for such period as fairness may require depending on the time lapse between the occurrence of the event concerned and the termination of their terms of office, and the circumstances and conditions under which their relationships with the Company are terminated.</p>	<p>Article 201 The fiduciary duties of the directors, supervisors, general manager and senior management of the Company do not necessarily cease upon termination of their respective terms of office. Their confidentiality obligations in relation to the trade secrets of the Company shall survive the termination of their terms of office. Other obligations may continue for such period as fairness may require depending on the time lapse between the occurrence of the event concerned and the termination of their terms of office, and the circumstances and conditions under which their relationships with the Company are terminated.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
121.	<p>Article 202 Save for the circumstances prescribed in article 57 of these articles of association, a director, supervisor, general manager and senior management of the Company may be relieved of liability for a specific breach of his/her duty with the informed consent of the shareholders' general meeting.</p>	<p>Article 202 Save for the circumstances prescribed in article 57 of these articles of association, a director, supervisor, general manager and senior management of the Company may be relieved of liability for a specific breach of his/her duty with the informed consent of the shareholders' general meeting.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
122.	<p>Article 203 Where a director, supervisor, general manager, or senior management of the Company is in any way, directly or indirectly, materially interested in an executed or proposed contract, transaction or arrangement with the Company (other than the service contract of such director, supervisor, general manager or senior management with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, regardless of whether or not such matters are generally subject to the approval of the board of directors.</p>	<p>Article 203 Where a director, supervisor, general manager, or senior management of the Company is in any way, directly or indirectly, materially interested in an executed or proposed contract, transaction or arrangement with the Company (other than the service contract of such director, supervisor, general manager or senior management with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, regardless of whether or not such matters are generally subject to the approval of the board of directors.</p>

No.	Original Articles	Revised Articles
	<p>Save for the exceptions as provided in the Hong Kong Listing Rules or as permitted by the Hong Kong Stock Exchange, a director shall abstain from voting on any board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a material interest and shall not be counted in the quorum present at the board meeting.</p> <p>Unless the interested director, supervisor, general manager or senior management of the Company discloses his/her interests to the board of directors in accordance with the preceding paragraph of this article and the relevant matters are approved by the board of directors at a meeting in which such director, supervisor, general manager or senior management of the Company is not counted in the quorum and abstains from voting, the Company shall have the right to rescind such contract, transaction or arrangement except where the other party is a bona fide party acting without knowledge of the breach of duty by the interested director, supervisor, general manager and senior management.</p> <p>A director, supervisor, general manager or senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his/her related person is interested.</p>	<p>Save for the exceptions as provided in the Hong Kong Listing Rules or as permitted by the Hong Kong Stock Exchange, a director shall abstain from voting on any board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a material interest and shall not be counted in the quorum present at the board meeting.</p> <p>Unless the interested director, supervisor, general manager or senior management of the Company discloses his/her interests to the board of directors in accordance with the preceding paragraph of this article and the relevant matters are approved by the board of directors at a meeting in which such director, supervisor, general manager or senior management of the Company is not counted in the quorum and abstains from voting, the Company shall have the right to rescind such contract, transaction or arrangement except where the other party is a bona fide party acting without knowledge of the breach of duty by the interested director, supervisor, general manager and senior management.</p> <p>A director, supervisor, general manager or senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his/her related person is interested.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
123.	<p>Article 204 If a director, supervisor, general manager or senior management of the Company gives to the board of directors a notice in writing before the Company first considers entering into a contract, transaction or arrangement, stating that, by reason of the facts specified in the notice, he/she is interested in such contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed for the purpose of the preceding article to be a sufficient declaration of his/her interests, to the extent as stated in such notice.</p>	<p>Article 204 If a director, supervisor, general manager or senior management of the Company gives to the board of directors a notice in writing before the Company first considers entering into a contract, transaction or arrangement, stating that, by reason of the facts specified in the notice, he/she is interested in such contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed for the purpose of the preceding article to be a sufficient declaration of his/her interests, to the extent as stated in such notice.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
124.	<p>Article 205 The Company shall not in any manner pay taxes for its directors, supervisors, general manager or senior management.</p>	<p>Article 205 The Company shall not in any manner pay taxes for its directors, supervisors, general manager or senior management.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
125.	<p>Article 206 The Company shall not directly or indirectly provide a loan to, nor provide any guarantee in connection with a loan to directors, supervisors, general manager or senior management of the Company or of its controlling shareholders or any of their respective related persons.</p> <p>However, the following circumstances are not subject to the above requirement:</p> <p>(I) provision of a loan or a guarantee by the Company to its subsidiaries;</p> <p>(II) provision of a loan, a guarantee or any other funds by the Company to any of its directors, supervisors, general manager or senior management to finance the expenditure incurred or to be incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the service contract approved by the shareholders' general meeting; and</p> <p>(III) provision of a loan or a guarantee by the Company to any of the relevant directors, supervisors, general manager or senior management or their respective associates on normal commercial terms, provided that the normal business coverage of the Company is extended to the provision of loans and loan guarantees.</p>	<p>Article 206 The Company shall not directly or indirectly provide a loan to, nor provide any guarantee in connection with a loan to directors, supervisors, general manager or senior management of the Company or of its controlling shareholders or any of their respective related persons.</p> <p>However, the following circumstances are not subject to the above requirement:</p> <p>(I) provision of a loan or a guarantee by the Company to its subsidiaries;</p> <p>(II) provision of a loan, a guarantee or any other funds by the Company to any of its directors, supervisors, general manager or senior management to finance the expenditure incurred or to be incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the service contract approved by the shareholders' general meeting; and</p> <p>(III) provision of a loan or a guarantee by the Company to any of the relevant directors, supervisors, general manager or senior management or their respective associates on normal commercial terms, provided that the normal business coverage of the Company is extended to the provision of loans and loan guarantees.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
126.	<p>Article 207 A loan made by the Company in breach of the preceding article shall be immediately repayable by the recipient of the loan regardless of the terms of the loan.</p>	<p>Article 207 A loan made by the Company in breach of the preceding article shall be immediately repayable by the recipient of the loan regardless of the terms of the loan.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
127.	<p>Article 208 A guarantee provided by the Company in breach of the first paragraph of article 198 shall be unenforceable against the Company, unless:</p> <p>(I) a loan has been advanced to a related person of any of the directors, supervisors, general manager and senior management of the Company or its controlling shareholders, where the lender was not aware of the situation when the loan was made;</p> <p>(II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p>Article 208 A guarantee provided by the Company in breach of the first paragraph of article 198 shall be unenforceable against the Company, unless:</p> <p>(I) a loan has been advanced to a related person of any of the directors, supervisors, general manager and senior management of the Company or its controlling shareholders, where the lender was not aware of the situation when the loan was made;</p> <p>(II) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
128.	<p>Article 209 For the purposes of the preceding article, a guarantee includes an undertaking or provision of property by a guarantor to guarantee the performance of obligations by the obligor.</p>	<p>Article 209 For the purposes of the preceding article, a guarantee includes an undertaking or provision of property by a guarantor to guarantee the performance of obligations by the obligor.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
129.	<p>Article 210 In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor, general manager or senior management of the Company is in breach of his/her duties to the Company, the Company has a right to:</p> <p>(I) claim damages from the director, supervisor, general manager or senior management for the losses suffered by the Company as a result of such breach;</p> <p>(II) rescind any contract or transaction entered into by the Company with the relevant director, supervisor, general manager or senior management, and any contract or transaction entered into by the Company with a third party, where such third party knows or should have known that such director, supervisor, general manager or the senior management acting on behalf of the Company was in breach of his/her obligations to the Company;</p> <p>(III) require the relevant director, supervisor, general manager or senior management to surrender the gains derived from the breach of his/her duties;</p> <p>(IV) recover any funds received by such director, supervisor, general manager or the senior management which should have been otherwise received by the Company, including (but not limited to) commissions;</p> <p>(V) demand payment of the interest earned or which may have been earned by such director, supervisor, general manager or the senior management on the funds that should have been paid to the Company.</p>	<p>Article 210 In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor, general manager or senior management of the Company is in breach of his/her duties to the Company, the Company has a right to:</p> <p>(I) claim damages from the director, supervisor, general manager or senior management for the losses suffered by the Company as a result of such breach;</p> <p>(II) rescind any contract or transaction entered into by the Company with the relevant director, supervisor, general manager or senior management, and any contract or transaction entered into by the Company with a third party, where such third party knows or should have known that such director, supervisor, general manager or the senior management acting on behalf of the Company was in breach of his/her obligations to the Company;</p> <p>(III) require the relevant director, supervisor, general manager or senior management to surrender the gains derived from the breach of his/her duties;</p> <p>(IV) recover any funds received by such director, supervisor, general manager or the senior management which should have been otherwise received by the Company, including (but not limited to) commissions;</p> <p>(V) demand payment of the interest earned or which may have been earned by such director, supervisor, general manager or the senior management on the funds that should have been paid to the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
130.	<p>Article 211 The Company shall enter into a contract in writing in relation to remuneration with each of the directors and supervisors of the Company, which shall obtain prior approval of the shareholders' general meeting. The remuneration referred to above shall include:</p> <p>(I) emoluments for acting as a director, supervisor or senior management of the Company;</p> <p>(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and</p> <p>(IV) compensation to a director or supervisor for the loss of office or retirement from office.</p> <p>Except under a contract mentioned above, no proceedings may be brought by a director or supervisor for the claim of any of the aforesaid benefits.</p>	<p>Article 211 The Company shall enter into a contract in writing in relation to remuneration with each of the directors and supervisors of the Company, which shall obtain prior approval of the shareholders' general meeting. The remuneration referred to above shall include:</p> <p>(I) emoluments for acting as a director, supervisor or senior management of the Company;</p> <p>(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and</p> <p>(IV) compensation to a director or supervisor for the loss of office or retirement from office.</p> <p>Except under a contract mentioned above, no proceedings may be brought by a director or supervisor for the claim of any of the aforesaid benefits.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
131.	<p>Article 212 The contract for emoluments entered into between the Company and its directors or supervisors shall provide that in the event of a takeover of the Company, the directors and supervisors of the Company shall, subject to the prior approval of the shareholders' general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means one of the following:</p> <p>(I) a general offer made by any person to all shareholders;</p> <p>(II) a general offer made by any person to enable the offeror to become a controlling shareholder within the meaning set out in article 58 herein.</p> <p>If the relevant director or supervisor does not comply with this article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of their acceptance of the offer mentioned above. The expenses incurred in distributing such sum on a pro rata basis shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	<p>Article 212 The contract for emoluments entered into between the Company and its directors or supervisors shall provide that in the event of a takeover of the Company, the directors and supervisors of the Company shall, subject to the prior approval of the shareholders' general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means one of the following:</p> <p>(I) a general offer made by any person to all shareholders; (II) a general offer made by any person to enable the offeror to become a controlling shareholder within the meaning set out in article 58 herein.</p> <p>If the relevant director or supervisor does not comply with this article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of their acceptance of the offer mentioned above. The expenses incurred in distributing such sum on a pro rata basis shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
132.	<p>Article 213 The Company shall enter into a contract in writing with each director, supervisor, general manager and senior management and such contract shall at least include, inter alia, the following provisions:</p> <p>(I) The directors, supervisors, general manager and senior management of the Company shall undertake that he/she shall observe and comply with the Company Law, the Special Regulations, these articles of association, the Codes on Takeovers and Mergers and Share Buy-back, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in these articles of association and that neither the contract nor their office may be transferred;</p> <p>(II) The directors, supervisors, general manager and senior management of the Company shall undertake that they shall observe and perform their duties to the shareholders as stipulated in these articles of association;</p> <p>(III) The clauses relating to arbitration under these articles of association and the Hong Kong Listing Rules.</p>	<p>Article 213 The Company shall enter into a contract in writing with each director, supervisor, general manager and senior management and such contract shall at least include, inter alia, the following provisions:</p> <p>(I) The directors, supervisors, general manager and senior management of the Company shall undertake that he/she shall observe and comply with the Company Law, the Special Regulations, these articles of association, the Codes on Takeovers and Mergers and Share Buy-back, and other regulations formulated by the Hong Kong Stock Exchange, and shall agree that the Company shall be entitled to the remedies provided in these articles of association and that neither the contract nor their office may be transferred;</p> <p>(II) The directors, supervisors, general manager and senior management of the Company shall undertake that they shall observe and perform their duties to the shareholders as stipulated in these articles of association;</p> <p>(III) The clauses relating to arbitration under these articles of association and the Hong Kong Listing Rules.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
133.	<p>Article 215 The fiscal year of the Company shall coincide with the calendar year, i.e., from January 1 to December 31 on the Gregorian calendar. The Company shall prepare an annual financial accounting report within 120 days from the end of each fiscal year.</p> <p>The financial accounting report shall be prepared in accordance with the applicable laws and regulations.</p>	<p>Article 163 The fiscal year of the Company shall coincide with the calendar year, i.e., from January 1 to December 31 on the Gregorian calendar. The Company shall prepare an annual financial accounting report within 120 days from the end of each fiscal year. <u>The Company is obligated to prepare annual and interim reports in a timely manner starting from the conclusion of each first half of the fiscal year in accordance with applicable laws, regulations, and the regulatory requirements of the place where the shares of the Company are listed.</u></p> <p>The financial accounting report shall be prepared in accordance with the applicable laws and regulations.</p>
134.	<p>Article 216 The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports prepared by the Company as required by the laws, regulations or directives promulgated by the local governments and competent authorities.</p>	<p>Article 216 The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports prepared by the Company as required by the laws, regulations or directives promulgated by the local governments and competent authorities.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
135.	<p>Article 217 The financial reports of the Company shall be made available for inspection by shareholders 20 days before the date of annual general meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these articles of association, a copy of the aforesaid financial reports or the reports of directors together with the balance sheet (including all documents required by laws to be annexed thereto) and statement of profit and loss and statement of income, or a summary of financial reports shall, at least 21 days before the annual general meeting, be delivered or dispatched by prepaid post to the address of the holders of overseas listed foreign shares as registered in the register of members. Subject to the laws, regulations or listing rules of the place where the shares of the Company are listed, the reports may also be given by way of public announcement (including publishing on the website of the Company).</p> <p>Subject to the laws and regulations, the Company shall also issue the notice of the shareholders' general meeting to the holders of H shares via its website, the website designated by the Hong Kong Stock Exchange, or any other method as permitted in the Hong Kong Listing Rules and these articles of association, instead of dispatching such notice to holders of H shares by hand or prepaid post.</p>	<p>Article 217 The financial reports of the Company shall be made available for inspection by shareholders 20 days before the date of annual general meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these articles of association, a copy of the aforesaid financial reports or the reports of directors together with the balance sheet (including all documents required by laws to be annexed thereto) and statement of profit and loss and statement of income, or a summary of financial reports shall, at least 21 days before the annual general meeting, be delivered or dispatched by prepaid post to the address of the holders of overseas listed foreign shares as registered in the register of members. Subject to the laws, regulations or listing rules of the place where the shares of the Company are listed, the reports may also be given by way of public announcement (including publishing on the website of the Company).</p> <p>Subject to the laws and regulations, the Company shall also issue the notice of the shareholders' general meeting to the holders of H shares via its website, the website designated by the Hong Kong Stock Exchange, or any other method as permitted in the Hong Kong Listing Rules and these articles of association, instead of dispatching such notice to holders of H shares by hand or prepaid post.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
136.	<p>Article 218 The financial statements of the Company shall, in addition to being prepared in accordance with the accounting standards and regulations of China, be prepared in accordance with either the international accounting standards, or that of the place outside China where the shares of the Company are listed. If there is any material difference between the financial statements prepared in accordance with these two sets of accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its profits after tax in respect of such fiscal year, it is required to distribute the dividends based on the lower of the distributable profits after tax of the Company, as determined under these two sets of accounting standards.</p>	<p>Article 218 The financial statements of the Company shall, in addition to being prepared in accordance with the accounting standards and regulations of China, be prepared in accordance with either the international accounting standards, or that of the place outside China where the shares of the Company are listed. If there is any material difference between the financial statements prepared in accordance with these two sets of accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its profits after tax in respect of such fiscal year, it is required to distribute the dividends based on the lower of the distributable profits after tax of the Company, as determined under these two sets of accounting standards.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
137.	<p>Article 219 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the accounting standards and regulations of China, and also in accordance with either the international accounting standards or that of the place outside China where the shares of the Company are listed.</p>	<p>Article 219 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the accounting standards and regulations of China, and also in accordance with either the international accounting standards or that of the place outside China where the shares of the Company are listed.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
138.	<p>Article 220 The Company shall engage a qualified accounting firm to conduct an annual audit in accordance with the accounting standards of China and an audit report shall be published within four months after the end of each fiscal year.</p>	<p>Article 220 The Company shall engage a qualified accounting firm to conduct an annual audit in accordance with the accounting standards of China and an audit report shall be published within four months after the end of each fiscal year.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
139.	<p>Article 221 The Company shall publish at least two financial reports every fiscal year, including the interim financial report, to be published within 60 days after the end of the first six months of each fiscal year, and the annual financial report, to be published within 120 days after the end of each fiscal year.</p>	<p>Article 221 The Company shall publish at least two financial reports every fiscal year, including the interim financial report, to be published within 60 days after the end of the first six months of each fiscal year, and the annual financial report, to be published within 120 days after the end of each fiscal year.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
140.	<p>Article 224 The reserve of the Company shall be applied for making up for losses of the Company, expansion of the production and operation of the Company or capitalization, except that capital reserve shall not be applied for making up losses of the Company.</p> <p>The balance of the statutory reserve after capitalization shall not fall below 25% of the registered capital of the Company prior to the capitalization.</p> <p>Capital reserve shall include the followings:</p> <p>(I) premium received when shares are issued at a premium to their par value;</p> <p>(II) other income required by any competent financial regulatory authority under the State Council to be appropriated to the capital reserves.</p>	<p>Article 166 The reserve of the Company shall be applied for making up for losses of the Company, expansion of the production and operation of the Company or capitalization, except that capital reserve shall not be applied for making up losses of the Company.</p> <p>The balance of the statutory reserve after capitalization shall not fall below 25% of the registered capital of the Company prior to the capitalization.</p> <p>Capital reserve shall include the followings:</p> <p>(I) premium received when shares are issued at a premium to their par value;</p> <p>(H) other income required by any competent financial regulatory authority under the State Council to be appropriated to the capital reserves.</p>

No.	Original Articles	Revised Articles
141.	<p>Article 226 After making up the losses of the preceding year, the Company shall distribute its after-tax profit in the following order:</p> <p>(I) contribution to the statutory reserve;</p> <p>(II) contribution to the discretionary reserve, subject to the approval of the shareholders' general meeting;</p> <p>(III) payment of dividends to shareholders, subject to the approval of the shareholders' general meeting.</p>	<p>Article 226 After making up the losses of the preceding year, the Company shall distribute its after-tax profit in the following order:</p> <p>(I) contribution to the statutory reserve;</p> <p>(II) contribution to the discretionary reserve, subject to the approval of the shareholders' general meeting;</p> <p>(III) payment of dividends to shareholders, subject to the approval of the shareholders' general meeting.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
142.	<p>Article 228 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders.</p> <p>The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.</p> <p>The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>Article 169 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders.</p> <p>The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.</p> <p>The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>

No.	Original Articles	Revised Articles
143.	<p>SECTION 3 ENGAGEMENT OF ACCOUNTING FIRMS</p> <p>Article 231 The Company shall engage an independent accounting firm in accordance with the Securities Law of the People's Republic of China and other laws and regulations to audit its financial statements, verify its net assets and provide consultancy services. The accounting firm so appointed shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting and can be reappointed.</p>	<p>SECTION 3 ENGAGEMENT OF ACCOUNTING FIRMS</p> <p>Article 172 The Company shall engage an independent accounting firm in accordance with that conforms to the <i>Securities Law of the People's Republic of China</i> and other laws and regulations to audit its financial statements, verify its net assets and provide consultancy services. The accounting firm so appointed shall hold one-year term of office which is renewable. from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting and can be reappointed.</p>
144.	<p>Article 232 The appointment of the accounting firm of the Company shall be decided at a shareholders' general meeting, and the board of directors shall not appoint the accounting firm prior to obtaining approval at the shareholders' general meeting. Before the convening of shareholders' general meeting, the board of directors may fill any casual vacancy in the office of the accounting firm but while there is still any such vacancy, the surviving or continuing firm, if any, may act.</p>	<p>Article 173 The appointment of the accounting firm of the Company shall be decided at a shareholders' general meeting, and the board of directors shall not appoint the accounting firm prior to obtaining approval at the shareholders' general meeting. Before the convening of shareholders' general meeting, the board of directors may fill any casual vacancy in the office of the accounting firm but while there is still any such vacancy, the surviving or continuing firm, if any, may act.</p>

No.	Original Articles	Revised Articles
145.	<p>Article 234 An accounting firm engaged by the Company shall have the following rights:</p> <p>(I) the right to access the financial statements, records or vouchers of the Company and the right to require directors, the general manager and senior management of the Company to provide 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 shareholders' meetings, to receive notice of or information about the meetings of which shareholders have a right to receive, and to be heard at any shareholders' meetings on matters relating to its duties as the accounting firm of the Company.</p>	<p>Article 234 An accounting firm engaged by the Company shall have the following rights:</p> <p>(I) the right to access the financial statements, records or vouchers of the Company and the right to require directors, the general manager and senior management of the Company to provide 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 shareholders' meetings, to receive notice of or information about the meetings of which shareholders have a right to receive, and to be heard at any shareholders' meetings on matters relating to its duties as the accounting firm of the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
146.	<p>Article 235 The shareholders' general meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.</p>	<p>Article 235 The shareholders' general meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
147.	<p>Article 236 The remuneration or basis of remuneration of an accounting firm shall be determined by ordinary resolution at the shareholders' general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p>	<p>Article 175 The <u>audit expenses</u> remuneration payable to or basis of remuneration of an the accounting firm shall be determined by ordinary resolution at the shareholders' general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.</p>
148.	<p>Article 237 The engagement, dismissal and non-renewal of engagement of an accounting firm for annual audit shall be determined by ordinary resolution at the shareholders' general meeting and be reported to the securities authority of the State Council for record.</p> <p>Where a resolution of the shareholders' general meeting is to be passed to appoint an accounting firm to fill a casual vacancy, to reappoint a retiring accounting firm originally appointed by the board of directors to fill a causal vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) the motion of engagement or dismissal shall be sent, before the issue of the notice of the shareholders' general meeting, to the accounting firm proposed to be appointed or the retiring accounting firm or the accounting firm that has left its post during the fiscal year. Leaving includes leaving by removal, resignation and retirement.</p>	<p>Article 237 The engagement, dismissal and non-renewal of engagement of an accounting firm for annual audit shall be determined by ordinary resolution at the shareholders' general meeting and be reported to the securities authority of the State Council for record.</p> <p>Where a resolution of the shareholders' general meeting is to be passed to appoint an accounting firm to fill a casual vacancy, to reappoint a retiring accounting firm originally appointed by the board of directors to fill a causal vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) the motion of engagement or dismissal shall be sent, before the issue of the notice of the shareholders' general meeting, to the accounting firm proposed to be appointed or the retiring accounting firm or the accounting firm that has left its post during the fiscal year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p>

No.	Original Articles	Revised Articles
	<p>(II) if the leaving accounting firm requests the Company to present its written statement to the shareholders, the Company shall (unless the receipt of the statement is too late):</p> <ol style="list-style-type: none"> 1. disclose in the notice of the resolution given to shareholders that the leaving accounting firm has made a statement; 2. provide a copy of the statement as an attachment to the notice to shareholders in accordance with these articles of association. <p>(III) if the statement is not sent in accordance with sub-paragraph (II) of this article, the accounting firm may require the statement to be read out at the shareholders' general meeting and may lodge a further appeal;</p> <p>(IV) a leaving accounting firm shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting at which its term of office would otherwise have expired; 2. any general meeting considering the filling of the vacancy caused by its removal; 3. any general meeting considering its resignation. <p>The leaving accounting firm shall be entitled to receive all notices of, and information relating to, any such meeting, and to be heard at any such meeting about matters concerning it as the former accounting firm of the Company.</p>	<p>(II) if the leaving accounting firm requests the Company to present its written statement to the shareholders, the Company shall (unless the receipt of the statement is too late):</p> <ol style="list-style-type: none"> 1. disclose in the notice of the resolution given to shareholders that the leaving accounting firm has made a statement; 2. provide a copy of the statement as an attachment to the notice to shareholders in accordance with these articles of association. <p>(III) if the statement is not sent in accordance with sub-paragraph (II) of this article, the accounting firm may require the statement to be read out at the shareholders' general meeting and may lodge a further appeal;</p> <p>(IV) a leaving accounting firm shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting at which its term of office would otherwise have expired; 2. any general meeting considering the filling of the vacancy caused by its removal; 3. any general meeting considering its resignation. <p>The leaving accounting firm shall be entitled to receive all notices of, and information relating to, any such meeting, and to be heard at any such meeting about matters concerning it as the former accounting firm of the Company.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
149.	<p>Article 238 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the shareholders' general meeting.</p> <p>Where an accounting firm resigns, it shall make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:</p> <p>(I) a statement to the effect that there are no circumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) a presentation of any matters considered necessary.</p> <p>A copy of the notice shall be submitted to the competent authority within 14 days from the receipt of the notice. If the notice contains the representations referred to in the preceding two paragraphs, a copy of the notice shall be placed at the Company for the shareholders' inspection. The Company shall also send a copy of the notice to holders of overseas listed foreign shares by prepaid post to the addresses recorded in the register of shareholders.</p> <p>Where the notice of resignation of an accounting firm contains a statement of matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.</p>	<p>Article 176 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the shareholders' general meeting.</p> <p>Where an accounting firm resigns, it shall make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:</p> <p>(I) a statement to the effect that there are no circumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) a presentation of any matters considered necessary.</p> <p>A copy of the notice shall be submitted to the competent authority within 14 days from the receipt of the notice. If the notice contains the representations referred to in the preceding two paragraphs, a copy of the notice shall be placed at the Company for the shareholders' inspection. The Company shall also send a copy of the notice to holders of overseas listed foreign shares by prepaid post to the addresses recorded in the register of shareholders.</p> <p>Where the notice of resignation of an accounting firm contains a statement of matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.</p>

No.	Original Articles	Revised Articles
150.	<p>CHAPTER 11 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION</p> <p>SECTION 1 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL</p> <p>Article 247 Subject to approval by way of special resolution at a shareholders' general meeting, the Company may divide or merger with other companies in accordance with the laws, regulations and these articles of association.</p> <p>In the event of the merger or division of the Company, a plan shall be proposed by the board of directors for approval in accordance with these articles of association. Application for merger or division shall be processed in accordance with the laws. Shareholders who oppose the plan for merger or division of the Company may demand the Company or the shareholders consenting such a plan to purchase their shares at a fair price. Documents in respect of the resolution of the Company on the merger or division shall be prepared for inspection by the shareholders.</p> <p>The documents shall also be sent by post or other means in accordance with these articles of association to the holders of H shares.</p>	<p>CHAPTER 11 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION</p> <p>SECTION 1 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL</p> <p>Article 247 Subject to approval by way of special resolution at a shareholders' general meeting, the Company may divide or merger with other companies in accordance with the laws, regulations and these articles of association.</p> <p>In the event of the merger or division of the Company, a plan shall be proposed by the board of directors for approval in accordance with these articles of association. Application for merger or division shall be processed in accordance with the laws. Shareholders who oppose the plan for merger or division of the Company may demand the Company or the shareholders consenting such a plan to purchase their shares at a fair price. Documents in respect of the resolution of the Company on the merger or division shall be prepared for inspection by the shareholders.</p> <p>The documents shall also be sent by post or other means in accordance with these articles of association to the holders of H shares.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
151.	<p>Article 258 Where the board of directors proposes to liquidate the Company due to causes other than insolvency, the board of directors shall issue a notice to convene a shareholders' general meeting to consider the liquidation. The notice shall include a statement that, after making a full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors and general manager shall cease. The Company shall not carry out any new business during its liquidation.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to produce reports at least once a year to the shareholders' general meeting on the income and expenditure of the liquidation committee, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting on completion of the liquidation.</p>	<p>Article 258 Where the board of directors proposes to liquidate the Company due to causes other than insolvency, the board of directors shall issue a notice to convene a shareholders' general meeting to consider the liquidation. The notice shall include a statement that, after making a full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors and general manager shall cease. The Company shall not carry out any new business during its liquidation.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to produce reports at least once a year to the shareholders' general meeting on the income and expenditure of the liquidation committee, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting on completion of the liquidation.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
152.	<p>Article 261 After the liquidation committee has thoroughly examined the assets of the Company and prepared the balance sheets and a list of assets, it shall formulate a liquidation plan for submission to the shareholders' general meeting or the people's court for confirmation.</p>	<p>Article 197 After the liquidation committee has thoroughly examined the assets of the Company and prepared the balance sheets and a list of assets, it shall formulate a liquidation plan for submission to the shareholders' general meeting or the people's court for confirmation.</p> <p><u>Upon payment of liquidation expenses, employee remuneration, social insurance premiums, statutory compensation, tax obligations and company debt, the residual assets shall be distributed among shareholders in proportion to their respective holdings.</u></p> <p><u>The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation.</u></p> <p><u>The distribution of assets to shareholders prior to the satisfaction of the aforementioned obligations shall not be permitted.</u></p>
153.		<p><i>(newly added)</i></p> <p><u>Article 198 If the liquidation committee, after thoroughly examining the assets of the Company and preparing the balance sheets and a list of assets, discovers that the assets of the Company are insufficient to pay its debts in full, it shall apply to the people's court for a declaration of bankruptcy in accordance with the laws.</u></p> <p><u>After the people's court has ruled for the Company to declare bankruptcy, the liquidation of the Company shall be dealt with by the people's court.</u></p>

No.	Original Articles	Revised Articles
154.	<p>Article 262 After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report, a statement of income and expense and financial accounts in respect of the liquidation period for verification by a certified public accountant in China before they are submitted to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall deliver the same to the companies registry within 30 days from the date of confirmation of the liquidation report by the shareholders' general meeting or the competent authorities, apply for the deregistration of the Company and announce the termination of the Company.</p>	<p>Article 199 After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report and, a statement of income and expense and financial accounts in respect of the liquidation period for verification by a certified public accountant in China before they are submittedsubmit it to the shareholders' general meeting or the people's court for confirmation. <u>The liquidation committee shall deliver the same to the companies registry</u>within 30 days from the date of confirmation of the liquidation report by the shareholders' general meeting or the competent authorities, apply for the deregistration of the Company and announce the termination of the Company.</p>
155.	<p>Article 263 Settlement of liabilities out of the properties of the Company shall be made in the following order:</p> <p>(I) liquidation expenses;</p> <p>(II) wages due to employees of the Company, labor insurance fees and statutory compensation;</p> <p>(III) taxes payable;</p> <p>(IV) debts of the Company. The residual assets of the Company after settlement of all liabilities shall be distributed to the shareholders of the Company according to the class and proportion of their shareholdings.</p>	<p>Article 263 Settlement of liabilities out of the properties of the Company shall be made in the following order:</p> <p>(I) liquidation expenses;</p> <p>(II) wages due to employees of the Company, labor insurance fees and statutory compensation;</p> <p>(III) taxes payable;</p> <p>(IV) debts of the Company.</p> <p>The residual assets of the Company after settlement of all liabilities shall be distributed to the shareholders of the Company according to the class and proportion of their shareholdings.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>
156.	<p>Article 265 After inspection of the properties of the Company and preparation of the balance sheet and list of assets, if the liquidation committee realizes that the Company does not have sufficient assets to meet its liabilities, it must apply immediately to the people's court for a declaration of bankruptcy. After such declaration of bankruptcy by the people's court, the liquidation shall be dealt with by the people's court. Liquidation of a company declared bankrupt in accordance with the laws shall be processed in accordance with the laws of corporate bankruptcy.</p>	<p>Article 201 After inspection of the properties of the Company and preparation of the balance sheet and list of assets, if the liquidation committee realizes that the Company does not have sufficient assets to meet its liabilities, it must apply immediately to the people's court for a declaration of bankruptcy. After such declaration of bankruptcy by the people's court, the liquidation shall be dealt with by the people's court. Liquidation of a company declared bankrupt in accordance with the laws shall be processed in accordance with the laws of corporate bankruptcy.</p>

No.	Original Articles	Revised Articles
157.	<p>CHAPTER 13 DISPUTE RESOLUTION</p> <p>Article 270 The Company shall abide by the following principles for dispute resolution:</p> <p>(I) For disputes or claims between holders of the overseas listed foreign shares and the Company, between holders of the overseas listed foreign shares and the directors, supervisors, general manager or senior management of the Company, between the Company and its directors or senior management, or between holders of the overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations under these articles of association, the Company Law and laws and regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to above is submitted to arbitration, the entire claim or dispute shall be referred to arbitration and all parties who have a cause of action based on the same facts giving rise to the dispute or claim, or whose participation is necessary for the resolution of such dispute or claim, shall agree with the arbitration if such party is the Company, its shareholders, directors, supervisors, general manager or senior management of the Company.</p> <p>Disputes in respect of the identification of shareholders and the register of shareholders may not be resolved by arbitration.</p>	<p>CHAPTER 13 DISPUTE RESOLUTION</p> <p>Article 270 The Company shall abide by the following principles for dispute resolution:</p> <p>(I) For disputes or claims between holders of the overseas listed foreign shares and the Company, between holders of the overseas listed foreign shares and the directors, supervisors, general manager or senior management of the Company, between the Company and its directors or senior management, or between holders of the overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations under these articles of association, the Company Law and laws and regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to above is submitted to arbitration, the entire claim or dispute shall be referred to arbitration and all parties who have a cause of action based on the same facts giving rise to the dispute or claim, or whose participation is necessary for the resolution of such dispute or claim, shall agree with the arbitration if such party is the Company, its shareholders, directors, supervisors, general manager or senior management of the Company.</p> <p>Disputes in respect of the identification of shareholders and the register of shareholders may not be resolved by arbitration.</p>

No.	Original Articles	Revised Articles
	<p>(II) A claimant may select to refer the same for arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body selected by the claimant. If a claimant refers the same for arbitration to the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(III) If any disputes or claims of rights are settled by way of arbitration in accordance with sub- paragraph (I), the laws of the People's Republic of China (excluding the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) shall apply, save as otherwise provided in the laws and regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p> <p>(V) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p>	<p>(II) A claimant may select to refer the same for arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body selected by the claimant. If a claimant refers the same for arbitration to the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(III) If any disputes or claims of rights are settled by way of arbitration in accordance with sub- paragraph (I), the laws of the People's Republic of China (excluding the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) shall apply, save as otherwise provided in the laws and regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p> <p>(V) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p> <p>To be deleted, with article numbers to be adjusted accordingly</p>

No.	Original Articles	Revised Articles
158.	<p data-bbox="308 283 810 346">CHAPTER 14 SUPPLEMENTARY PROVISIONS</p> <p data-bbox="308 400 568 431">Article 271 Definitions</p> <p data-bbox="308 485 810 676">(I) “De facto controller(s)” refers to any party who is not a shareholder of the Company but may have a de facto control on any acts of the Company through investment, agreements or any other arrangements.</p> <p data-bbox="308 729 810 1112">(II) “Connected relationship” refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors, senior management of the Company and any enterprise(s) directly or indirectly controlled by the Company, and other relationships that may lead to a transfer of interests of the Company. State-controlled enterprises, however, shall not be connected by the virtue of being controlled by the state.</p> <p data-bbox="308 1166 810 1432">(III) “Subsidiary(ies) of the Company” refers to a company in which the Company holds more than 50% of its shares or may determine the election of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.</p> <p data-bbox="308 1485 810 1591">(IV) “RMB” refers to Renminbi, the lawful currency of the People’s Republic of China, unless the context otherwise specifies.</p> <p data-bbox="308 1644 810 1751">(V) Market cap is the arithmetic mean of the closing market values for the ten trading days immediately preceding the transaction.</p>	<p data-bbox="842 283 1345 346">CHAPTER 12 SUPPLEMENTARY PROVISIONS</p> <p data-bbox="842 400 1102 431">Article 206 Definitions</p> <p data-bbox="842 485 1345 910"><u>(I) “Controlling shareholder” refers to a shareholder whose ownership of ordinary shares (including preferred shares with restored voting rights) exceeds fifty percent of the total share capital of the company. Alternatively, it refers to a shareholder whose ownership, though less than fifty percent, possesses voting rights that are deemed sufficient to exert significant influence over resolutions at the shareholders’ general meeting.</u></p> <p data-bbox="842 963 1345 1155">(II) “De facto controller(s)” refers to any party who is not a shareholder of the Company but may have a de facto control on any acts of the Company through investment, agreements or any other arrangements.</p> <p data-bbox="842 1208 1345 1591">(III) “Connected relationship” refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors, senior management of the Company and any enterprise(s) directly or indirectly controlled by the Company, and other relationships that may lead to a transfer of interests of the Company. State-controlled enterprises, however, shall not be connected by the virtue of being controlled by the state.</p> <p data-bbox="842 1644 1345 1910">(IV) “Subsidiary(ies) of the Company” refers to a company in which the Company holds more than 50% of its shares or may determine the election of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.</p>

No.	Original Articles	Revised Articles
		<p>(V) “RMB” refers to Renminbi, the lawful currency of the People’s Republic of China, unless the context otherwise specifies.</p> <p>(VI) “Market cap” refers to the arithmetic mean of the closing market values for the ten trading days immediately preceding the transaction.</p>
159.	Article 272 The term “accounting firm” referred herein shall have the same meaning as the term “auditor”.	Article 207 The term “accounting firm” referred herein shall have the same meaning as the term “auditor”. <u>Unless explicitly specified by applicable laws, administrative regulations, or relevant regulatory rules of the stock exchange where the company’s shares are listed, the term “independent non-executive director” as used in these articles shall be deemed synonymous with “independent director”.</u>

**Comparison Table of Amendments to the Rules of Procedures for
the Shareholders' General Meeting after Listing on the SSE STAR MARKET**

Original Articles	Revised Articles
<p>Article 1 To regulate the conduct of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and ensure that the shareholders’ general meeting legitimately exercises its powers and functions, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”), the <i>Rules for the Shareholders’ General Meetings of Listed Companies</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i> and other applicable laws, regulations, rules and normative documents (the “laws and regulations”) as well as the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the Articles of Association).</p>	<p>Article 1 To regulate the conduct of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”) and ensure that the shareholders’ general meeting legitimately exercises its powers and functions, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</i>, the <i>Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”), the <i>Rules for the Shareholders’ General Meetings of Listed Companies</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i> and other applicable laws, regulations, rules and normative documents (the “laws and regulations”) as well as the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the Articles of Association).</p>

Original Articles	Revised Articles
<p>Article 15 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 20 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.</p> <p>The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations.</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:</p> <p>(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p> <p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of "20 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>	<p>Article 15 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 21 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.</p> <p>The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. Alternatively, the notice of shareholders' general meeting can be published on the website of the Company or the websites designated by the Hong Kong Stock Exchange in accordance with the applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. If, subject to the Company's Articles of Association, a notice shall be issued to holders of overseas listed foreign shares, the said notice shall also be published in such manner as stipulated by the Hong Kong Listing Rules. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations.</p> <p>to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;</p> <p>(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.</p> <p>The periods of "21 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.</p>

Original Articles	Revised Articles
<p>Article 16 Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p> <p>If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p>	<p>Article 16 Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.</p> <p>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.</p> <p>If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.</p>

Original Articles	Revised Articles
<p>Article 17 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether they are subject to the punishment of competent securities regulator and the penalty of stock exchanges;</p> <p>Election of each candidate for director or supervisor shall be conducted by separate resolution.</p>	<p>Article 17 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether they are subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges the punishment of the CSRC and other relevant departments and the penalty of stock exchanges;</p> <p>(V) information of the directors or supervisors newly appointed, re-elected or re-designated required to be disclosed under the <i>Hong Kong Listing Rules</i>.</p> <p>Except for the election of directors and supervisors through cumulative voting, election of each candidate for director or supervisor shall be conducted by separate resolution.</p>

Original Articles	Revised Articles
<p>Article 18 The notice of a shareholders' general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state the matters to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p> <p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) contain a statement explicitly stating that all shareholders are entitled to attend the shareholders' general meeting in person or by proxy and to vote on their behalf and that such proxies need not be a shareholder;</p> <p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting;</p> <p>(XI) specify the time and procedures for voting via the Internet or by other means;</p>	<p>Article 18 The notice of a shareholders' general meeting shall:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state the matters to be discussed at the meeting;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to); where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p> <p>(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;</p> <p>(VII) contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;</p> <p>(IX) specify the time and place for lodging proxy forms for voting at the meeting;</p> <p>(X) specify the name and telephone number of the contact person of the meeting.</p>

Original Articles	Revised Articles
<p>(XII) other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p> <p>The duration between the record date and the meeting date shall not surpass 7 business days. Once the record date is finalized, it may not be altered.</p>	<p>(I) specify the time, venue and duration of the meeting;</p> <p>(II) state the matters and proposals to be deliberated at the meeting;</p> <p>(III) contain a statement explicitly stating that all holders of ordinary shares (including preferred shareholders with restored voting rights) are entitled to attend the shareholders' general meeting in person or by proxy and to vote on their behalf and that such proxies need not be a shareholder;</p> <p>(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;</p> <p>(V) specify the name and telephone number of the contact person of the meeting;</p> <p>(VI) specify the time and procedures for voting via the Internet or by other means;</p> <p>(VII) contain other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these Articles of Association.</p> <p>The commencement time for voting via the Internet or by other means at the shareholders' general meeting shall not precede 3:00 PM on the day immediately preceding the physical shareholders' general meeting, and shall not exceed 9:30 AM on the day of the physical shareholders' general meeting. The termination time for voting shall not occur prior to 3:00 PM on the same day as the conclusion of the physical shareholders' general meeting. The duration between the record date and the meeting date shall not surpass 7 business days. Once the record date is finalized, it may not be altered.</p>
<p>Article 16 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or canceled and the proposals set out in the notice shall not be canceled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date.</p>	<p>Article 17 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date. Where the listing rules of the stock exchange where the Company's shares are listed have any other provisions in respect of the aforesaid matters, such provisions shall prevail.</p>

Original Articles	Revised Articles
<p>Article 20 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting.</p> <p>A shareholders' general meeting shall be convened on-site at a venue and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Article 20 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.</p> <p>A shareholders' general meeting shall be convened on-site at a venue or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.</p> <p>Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:</p> <p>(I) the shareholder's rights to speak at the shareholders' general meeting;</p> <p>(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;</p> <p>(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p> <p>A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.</p>

Original Articles	Revised Articles
	<p data-bbox="820 283 1353 1272">If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting to speak and ask questions during the meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.</p> <p data-bbox="820 1325 1353 1627">Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall serve a notice on the shareholders make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.</p>

Original Articles	Revised Articles
<p>Article 24 All shareholders of the Company whose names appear in the register of shareholders as of the record of or their proxies shall be entitled to attend the shareholders' general meeting, and neither the Company nor the convener may refuse for any reason.</p>	<p>Article 24 All shareholders of the Company whose names appear in the register of shareholders as of the record of or their proxies shall be entitled to attend the shareholders' general meeting, and neither the Company nor the convener may refuse for any reason.</p> <p>A shareholder may either attend and vote at the shareholders' general meeting in person or appoint a proxy to attend, speak and vote on his/her behalf.</p>
<p>To be added</p>	<p>Article 28 When the shareholders' general meeting is convened, all members of the board of directors, supervisors, and the board secretary shall attend the meeting, while the general manager and other senior officers shall attend the meeting but without voting rights.</p>
<p>Article 39 A shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting. If no chairman of the meeting has been designated, the shareholders present shall elect one person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his proxy) present in person or by proxy who holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p>	<p>Article 39 A shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting. If no chairman of the meeting has been designated, the shareholders present shall elect one person to be the chairman of the meeting. If for any reason the shareholders fail to elect a chairman, then the shareholder (including his proxy) present in person or by proxy who holds the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p>

Original Articles	Revised Articles
<p>Article 33 Where a shareholder has an interest in a matter to be deliberated at the shareholders' general meeting, he/she shall abstain from voting, and the number of voting shares represented by him/her shall not be counted in the total number of voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p>	<p>Article 34 Where a shareholder has an interest in a matter to be deliberated at the shareholders' general meeting, he/she shall abstain from voting, and the number of voting shares represented by him/her shall not be counted in the total number of voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.</p> <p>Before the convening of a shareholders' general meeting to deliberate on connected transactions, the Company shall ascertain the scope of connected shareholders in accordance with pertinent laws, regulations, and normative documents. Connected shareholders or their authorized representatives may attend the shareholders' general meeting and explicate their opinions during the proceedings. However, they must recuse themselves from voting when the vote is taken. A resolution on connected transactions shall be adopted by more than half of the voting shares held by unconnected shareholders present at the shareholders' general meeting. However, if the connected transaction involves matters that require approval by special resolution as stipulated in the Articles of Association, it shall be approved by not less than two-thirds of the voting rights held by the unconnected shareholders present at the shareholders' general meetings.</p>
<p>To be added</p>	<p>Article 35 When a shareholder (including his/her proxy) exercises his/her voting rights based on the number of voting shares which he/she represents, each share shall entitle him/her to one vote.</p>

Original Articles	Revised Articles
<p>Article 36 Cumulative voting refers to the practice where each share has voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by shareholders can be aggregated.</p>	<p>Article 36 Cumulative voting refers to the practice where each share has voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by shareholders can be aggregated. The election of directors and non-employee representative supervisors shall be determined in order based on the number of votes received, but the minimum number of votes for each elected person must exceed half of the total number of voting shares held by attending shareholders (including their proxies).</p>
<p>Article 38 The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</p>	<p>Article 40 The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot. The resolutions submitted to the shareholders' general meeting of the Company shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.</p>
<p>Article 39 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.</p>	<p>Article 39 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.</p>
<p>Article 40 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>	<p>Article 40 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.</p>

Original Articles	Revised Articles
<p>Article 42 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers, major shareholders and Internet service provider, involved in the voting in person, via the Internet or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>	<p>Article 42 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.</p> <p>The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.</p> <p>Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers and major shareholders, involved in the voting in person or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.</p>
<p>Article 49 Any resolution of the Company's shareholders' general meeting that contravenes laws and regulations shall be deemed invalid.</p> <p>In no event shall the Company's controlling shareholders and de facto controllers restrict or obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they undermine the legitimate rights and interests of the Company and minority investors.</p> <p>If the convening procedure or voting method of a shareholders' general meeting is in violation of the laws, regulations or the Articles of Association, or if a resolution is in violation of the Articles of Association, the shareholders may request the people's court for revocation within 60 days after the resolution is made.</p>	<p>Article 49 If any resolution of a shareholders' general meeting is in violation of the laws or administrative regulations, the shareholders shall be entitled to request the people's court to invalidate such resolution.</p> <p>In no event shall the Company's controlling shareholders and de facto controllers restrict or obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they undermine the legitimate rights and interests of the Company and minority investors.</p> <p>If the convening procedure or voting method of a shareholders' general meeting is in violation of the laws, regulations or the Articles of Association, or if a resolution is in violation of the Articles of Association, the shareholders shall be entitled to may request the people's court for revocation within 60 days after the resolution is made.</p>
<p>SECTION 5 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p> <p>Article 50-57</p>	<p>SECTION 5 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p> <p>Article 50-57</p>

**Comparison Table of Amendments to the Rules of Procedures for
the Board of Directors Meeting after Listing on the SSE STAR MARKET**

Original Articles	Revised Articles
<p>Article 1 To clearly define the powers and responsibilities of the board of directors of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and ensure the board’s efficiency and informed decision-making, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”), the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i> and the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd.</i> (the “Articles of Association”).</p>	<p>Article 1 To clearly define the powers and responsibilities of the board of directors of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and ensure the board’s efficiency and informed decision-making, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</i>, the <i>Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i> (the “Hong Kong Listing Rules”), the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i> and the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd.</i> (the “Articles of Association”).</p>
<p>Article 5 Meetings of the board of directors include regular meetings and extraordinary meetings.</p> <p>The board of directors shall hold at least four regular meetings each year on a quarterly basis. The chairman of the board of directors shall convene and preside over regular board meetings, and the board office shall give written notices to all directors and supervisors as well as the general manager and the board secretary at least 14 days prior to the meetings.</p>	<p>Article 5 Meetings of the board of directors include regular meetings and extraordinary meetings.</p> <p>The board of directors shall hold at least four regular meetings each year on a quarterly basis. The chairman of the board of directors shall convene and preside over regular board meetings, and the board office shall give written notices to all directors and supervisors as well as the general manager and the board secretary at least 14 days prior to the meetings.</p>

Original Articles	Revised Articles
<p>In the case of an extraordinary board meeting, the board office shall, in principle, give written notices to all directors and supervisors as well as the general manager and the board secretary at least 5 days prior to the meeting. In urgent situations necessitating the immediate convening of an extraordinary board meeting, notices may be circulated by phone calls or other verbal means, with the convener providing an explanation at the meeting.</p> <p>Notices of board meetings may be delivered in person or by email, phone, mail or fax. If the notices are not delivered in person, confirmation shall be made by phone, and appropriate records shall be maintained.</p>	<p>An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.</p> <p>In the case of an extraordinary board meeting, the board office shall, in principle, give written notices to all directors and supervisors as well as the general manager and the board secretary at least 5 days prior to the meeting. In urgent situations —necessitating—the—immediate convening of an extraordinary board meeting, notices may be circulated by phone calls or other verbal means, with the convener providing an explanation at the meeting.</p> <p>Notices of board meetings may be delivered in person or by email, phone, mail or fax. If the notices are not delivered in person, confirmation shall be made by phone, and appropriate records shall be maintained.</p> <p>The aforesaid notice period may be exempted at the discretion of the board of directors. A director who is present and raises no objection to the non- compliance of the requirements for notice before or at the commencement of the meeting shall be deemed to have received the notice of the meeting.</p>

Original Articles	Revised Articles
<p>Article 6 The board of directors shall convene an extraordinary meeting under any of the following circumstances:</p> <p>(I) upon proposal by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) upon proposal by one-third or more of the directors jointly;</p> <p>(III) upon proposal by more than half of the independent directors;</p> <p>(IV) upon proposal by the board of supervisors;</p> <p>(V) when deemed necessary by the chairman of the board;</p> <p>(VI) upon proposal by the general manager;</p> <p>(VII) when requested by the competent securities regulator;</p> <p>(VIII) any other circumstance as specified in the Articles of Association.</p>	<p>Article 6 The board of directors shall convene an extraordinary meeting under any of the following circumstances:</p> <p>(I) upon proposal by shareholders holding more than one-tenth of the voting shares;</p> <p>(II) upon proposal by one-third or more of the directors jointly;</p> <p>(III) upon proposal by at least half of the independent directors;</p> <p>(IV) upon proposal by the board of supervisors;</p> <p>(V) when deemed necessary by the chairman of the board;</p> <p>(VI) upon proposal by the general manager;</p> <p>(VII) when requested by the competent securities regulator;</p> <p>(VIII) any other circumstance as specified in the Articles of Association.</p>
<p>Article 8 The written notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the form of convening the meeting;</p> <p>(III) the agenda items (proposals);</p> <p>(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(V) the meeting materials required for the directors to vote;</p> <p>(VI) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;</p> <p>(VII) the contact and contact information.</p>	<p>Article 8 The written notice of a board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the form of convening the meeting;</p> <p>(III) the agenda items (proposals);</p> <p>(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(V) the meeting materials required for the directors to vote;</p> <p>(V) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;</p> <p>(VI) the contact and contact information.</p>

Original Articles	Revised Articles
<p>Article 19 The chairman of the board meeting shall solicit clear opinions from the attending directors on each proposal. Where any director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal, affects the speeches of other directors or hinders the normal process of the meeting, the chairman of the meeting shall promptly stop him/her.</p>	<p>Article 19 The chairman of the board meeting shall solicit clear opinions separately from the attending directors on each proposal. Where any director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal, affects the speeches of other directors or hinders the normal process of the meeting, the chairman of the meeting shall promptly stop him/her.</p>
<p>Article 20 The directors shall carefully read the meeting materials and shall express well-informed, independent and discreet opinions.</p> <p>The directors may, before the meeting, learn and inquire about information needed for decision making from relevant individuals or organizations such as the board office, the convener of the meeting, the general manager and other senior officers, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chairman that the aforesaid individuals or organizations make relevant explanations.</p> <p>Where the issues relating to profit distribution shall be resolved at the board meeting, the board may submit the proposed distribution plan to the certified public accountants and request issuance of a draft audit report based on this plan (where other financial data except those concerning profit distribution has been confirmed). Upon the board’s resolution on the profit distribution, it shall then request the certified public accountants to provide a formal audit report. Following this, the board shall base its decisions on other relevant matters in the regular reports on the formal audit report provided by the certified public accountants.</p>	<p>Article 20 The directors shall carefully read the meeting materials and shall express well-informed, independent and discreet opinions.</p> <p>The directors may, before the meeting, learn and inquire about information needed for decision making from relevant individuals or organizations such as the board office, the convener of the meeting, the general manager and other senior officers, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chairman that the aforesaid individuals or organizations make relevant explanations.</p> <p>Where the issues relating to profit distribution shall be resolved at the board meeting, the board may submit the proposed distribution plan to the certified public accountants and request issuance of a draft audit report based on this plan (where other financial data except those concerning profit distribution has been confirmed). Upon the board’s resolution on the profit distribution, it shall then request the certified public accountants to provide a formal audit report. Following this, the board shall base its decisions on other relevant matters in the regular reports on the formal audit report provided by the certified public accountants.</p>

Original Articles	Revised Articles
<p>Article 21 After adequate discussion of the proposals, the chairman shall ask the attending directors to vote on the proposals separately at appropriate time.</p> <p>Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a director may be for, against or abstention. Every attending director shall choose one out of the aforesaid intents. Where any director does not make any option or makes two or more options, the chairman shall require the said director to make an option again, otherwise the said director shall be deemed to have abstained from voting; any director who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting. In the event that the aforementioned circumstances arise during a meeting held off site, the convener of the meeting or the secretary of the board may request the director in question to make an option again within a reasonable period. Failure to do so shall be deemed as abstention. When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p> <p>Where more than half of the attending directors consider that they cannot make judgments on relevant issues because the relevant proposal is not clear or specific or the meeting materials are inadequate, the chairman shall require the meeting to defer voting on the said proposal. The director proposing suspension of voting shall provide definite requirements for the conditions to be met for resubmitting the said proposal for deliberation.</p>	<p>Article 21 After adequate discussion of each proposals, the chairman shall ask the attending directors to vote on the proposals separately at appropriate time.</p> <p>Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a director may be for, against or abstention. Every attending director shall choose one out of the aforesaid intents. Where any director does not make any option or makes two or more options, the chairman shall require the said director to make an option again, otherwise the said director shall be deemed to have abstained from voting; any director who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting. In the event that the aforementioned circumstances arise during a meeting held off site, the convener of the meeting or the secretary of the board may request the director in question to make an option again within a reasonable period. Failure to do so shall be deemed as abstention.</p> <p>When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.</p> <p>Where more than half of the attending directors consider that they cannot make judgments on relevant issues because the relevant proposal is not clear or specific or the meeting materials are inadequate, the chairman shall require the meeting to defer voting on the said proposal. The director proposing suspension of voting shall provide definite requirements for the conditions to be met for resubmitting the said proposal for deliberation.</p>

Original Articles	Revised Articles
<p>Article 22 After voting of the attending directors by casting paper ballots, the securities affairs representative and relevant staff of the board office shall promptly collect ballots cast by the directors, which ballots shall be counted by the secretary of the board under the supervision of other directors.</p>	<p>Article 22 After voting of the attending directors by casting paper ballots, the securities affairs representative and relevant staff of the board office shall promptly collect ballots cast by the directors, which ballots shall be counted by the secretary of the board under the supervision of other directors.</p>
<p>Article 24 If the chairman has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman does not conduct a recount of the votes and an attending director challenges the result of a vote announced by the chairman, the director has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman shall promptly organize a recount of the votes.</p>	<p>Article 24 If the chairman has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman does not conduct a recount of the votes and an attending director challenges the result of a vote announced by the chairman, the director has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman shall promptly organize a recount of the votes.</p> <p>Where an independent director casts a dissenting vote or abstains from voting on board resolutions, he/she shall provide specific reasons and grounds, together with the information regarding the legality and compliance of the matters under deliberation, potential risks and impact on the Company and the rights of minority shareholders. Upon disclosing board resolutions, the Company shall also disclose the dissenting opinions of independent directors and incorporate them into the board resolution and minutes of the meeting.</p>
<p>Article 25 Board meetings shall be documented with minutes and resolutions.</p>	<p>Article 25 Board meetings shall be documented with minutes and resolutions. The opinions of independent directors shall be entered into the minutes of the meeting.</p>

Original Articles	Revised Articles
<p>Article 28 Upon reaching a resolution, the board shall either present the relevant matters or proposals for deliberation and approval at the shareholders' general meeting or delegate the implementation of the resolution to the general manager for execution by the management team, depending on the circumstances. The general manager is expected to report on the implementation to the board of directors. During the board's adjournment, the general manager may directly report to the chairman of the board, and the secretary of the board shall be responsible for transmitting written reports to the directors.</p> <p>The chairman of the board is obligated to oversee the execution of the board's resolutions, review their implementation, and provide updates on the execution of the established resolutions at subsequent board meetings.</p>	<p>Article 28 Upon reaching a resolution, the board shall either present the relevant matters or proposals for deliberation and approval at the shareholders' general meeting or delegate the implementation of the resolution to the general manager for execution by the management team, depending on the circumstances. The general manager is expected to report on the implementation to the board of directors. During the board's adjournment, the general manager may directly report to the chairman of the board, and the secretary of the board shall be responsible for transmitting written reports to the directors.</p> <p>The chairman of the board is obligated to oversee the execution of the board's resolutions, review their implementation, and provide updates on the execution of the established resolutions at subsequent board meetings.</p>

**Comparison Table of the Amendments to the Rules of Procedures for
the Supervisory Committee Meeting after Listing on the SSE STAR MARKET**

Original Articles	Revised Articles
<p>Article 1 To clearly define the powers and responsibilities of the board of supervisors (the “board”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and give full play to the board’s supervisory and managerial role, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i> and other applicable laws, administrative regulations and normative documents (the “laws and regulations”) as well as the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd.</i> (the “Articles of Association”).</p>	<p>Article 1 To clearly define the powers and responsibilities of the board of supervisors (the “board”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “Company”), regulate the organization and conduct of the board of directors and give full play to the board’s supervisory and managerial role, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People’s Republic of China</i>, the <i>Securities Law of the People’s Republic of China</i>, the <i>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</i>, the <i>Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing</i>, the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>, the <i>Code of Corporate Governance for Listed Companies</i>, the <i>Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange</i> and other applicable laws, administrative regulations and normative documents (the “laws and regulations”) as well as the <i>Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd.</i> (the “Articles of Association”).</p>
<p>Article 9 The notice of a board meeting shall specify:</p> <p>(I) the time and venue of the meeting;</p> <p>(II) the agenda items (proposals);</p> <p>(III) date of notice.;</p> <p>(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(V) the meeting materials required for the supervisors to vote;</p> <p>(VI) the contact and contact information. A verbal notice of meeting shall specify, as a minimum, the information set out in the above paragraphs (I) and (II), together with an explanation on the situations necessitating the immediate convening of an extraordinary board meeting.</p>	<p>Article 9 The notice of a board meeting shall specify:</p> <p>(I) the date, venue and duration of the meeting the time and venue of the meeting;</p> <p>(II) the reasons for holding the meeting and matters to be discussed the agenda items (proposals);</p> <p>(III) date of notice;</p> <p>(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;</p> <p>(V) the meeting materials required for the supervisors to vote;</p> <p>(VI) the contact and contact information.</p> <p>A verbal notice of meeting shall specify, as a minimum, the information set out in the above paragraphs (I) and (II), together with an explanation on the situations necessitating the immediate convening of an extraordinary board meeting.</p>

Original Articles	Revised Articles
<p>Article 18 Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a supervisor may be for, against or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the chairman shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed to have abstained from voting; any supervisor who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting.</p> <p>In the event that the aforementioned circumstances arise during a meeting held off site, the convener may request the supervisor in question to make an option or vote again within a reasonable period. Failure to do so shall be deemed as abstention.</p> <p>Resolutions of the board of supervisors shall be adopted by an affirmative vote of at least two-thirds of the supervisors.</p>	<p>Article 18 Each attendant shall cast one vote, using paper ballots or by a show of hands.</p> <p>The voting intent of a supervisor may be for, against or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the chairman shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed to have abstained from voting; any supervisor who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting.</p> <p>In the event that the aforementioned circumstances arise during a meeting held off site, the convener may request the supervisor in question to make an option or vote again within a reasonable period. Failure to do so shall be deemed as abstention.</p> <p>Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least half of the supervisors.</p>
<p>Article 23 Matters relating to the announcement of a resolution adopted by the board of supervisors shall be handled by the secretary of the board of directors in accordance with the relevant provisions of the stock exchange. Prior to the disclosure of the resolution announcement, the attending supervisors and attendees without voting rights, minute taker and attendants, among others, are obliged to keep the contents of the resolution confidential.</p>	<p>Article 23 Matters relating to the announcement of a resolution adopted by the board of supervisors shall be handled by the secretary of the board of directors in accordance with the relevant provisions of the stock exchange where the shares of the Company are listed. Prior to the disclosure of the resolution announcement, the attending supervisors and attendees without voting rights, minute taker and attendants, among others, are obliged to keep the contents of the resolution confidential.</p>
<p>Article 24 The supervisors is obligated to oversee the execution of the board's resolutions. The chairman of the board shall provide updates on the execution of the established resolutions at subsequent board meetings.</p>	<p>Article 24 The supervisors is obligated to oversee the execution of the board's resolutions. The chairman of the board shall provide updates on the execution of the established resolutions at subsequent board meetings.</p>
<p>Article 26 Matters required to be dealt with in a resolution of the board of supervisors shall be submitted by the board of supervisors to the shareholders' general meeting for arrangement of execution in accordance with the relevant provisions of the Company.</p>	<p>Article 26 Matters required to be dealt with in a resolution of the board of supervisors shall be submitted by the board of supervisors to the shareholders' general meeting for arrangement of execution in accordance with the relevant provisions of the Company.</p>

**APPENDIX IX-A BIOGRAPHY OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR CANDIDATES**

CANDIDATES FOR EXECUTIVE DIRECTORS

Dr. Shen Yuelei (沈月雷), aged 53, is one of the founders of the Company and its subsidiaries (together, the “**Group**”). Dr. Shen joined the Company as a Director and manager in November 2009 and is currently serving as chairman of the Board and general manager of the Company, and as an executive Director of the Company. Dr. Shen is responsible for the overall strategic planning of the Group and supervises and oversees the management of the business. Dr. Shen is the chairperson of our strategy development committee (the “**Strategy Development Committee**”) and a member of our nomination committee (the “**Nomination Committee**”) of the Company.

Dr. Shen possesses extensive experience in managing biotechnology companies and strategic planning. He has served for many years at the subsidiaries, including those as set out below:

Name of company	Position	Period of service
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Chairman of the board, director and manager	Since June 2014
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Chairman of the board, director and general manager	Since October 2014
Haimen Hechuang Animal Experiment Technology Co., Ltd (海門合創動物實驗科技有限公司)	Executive director	Since February 2016
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	General manager and executive director	Since August 2021
	Director	From March 2018 to September 2020
	Chairman of the board	From September 2020 to August 2021
BIOCYTOGEN BOSTON CORP	President and director	Since June 2018
Maple Veterinary Hospital (Beijing) Co., Ltd. (楓葉寵物醫院(北京)有限公司)	Executive director and manager	Since March 2020
Biocytogen (Shanghai) Pharmaceutical Technology Co. Ltd. (百奧賽圖(上海)醫藥科技有限公司)	Executive director and general manager	Since May 2022
Biocytogen Europe Innovation Center GmbH	Chairman of the board and general manager	Since December 2022

APPENDIX IX-A BIOGRAPHY OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR CANDIDATES

Dr. Shen served as a technician of the China Pharmaceutical and Biological Products Control Institute (中國藥品生物製品檢定所) from July 1995 to May 1997. From March 2004 to October 2008, he was a post-doctoral researcher at the Howard Hughes Medical Institute of the New York University.

Dr. Shen graduated from Wuhan University (武漢大學) in the PRC with a bachelor's degree in virology in July 1992 and from the National Institutes for Food and Drug Control (中國食品藥品檢定研究院) (formerly known as the National Institute for the control of Pharmaceutical and Biological Products (中國藥品生物製品檢定所)) in the PRC with a master's degree in immunology in July 1995. From June 1997 to June 2003, he studied immunology and virology under the biomedical sciences doctor of philosophy program at the graduate school of biomedical sciences at the University of Massachusetts at Worcester in the United States, and was conferred with a doctor of philosophy degree in June 2004.

Dr. Shen was the founding member and manager of BIOCYTOGEN, LLC, a company incorporated in the U.S., and a wholly owned subsidiary of the Company prior to its voluntary deregistration on June 30, 2021. BIOCYTOGEN, LLC was engaged in the selling of the Group's gene editing services. Dr. Shen confirmed that (i) BIOCYTOGEN, LLC was insolvent immediately prior to its deregistration with substantially all of its then indebtedness owed to the other entities within the Group; (ii) he is not aware of any actual or potential claim which has been or could potentially be made against him as a result of the deregistration of BIOCYTOGEN, LLC; and (iii) there was no wrongful act on his part leading to the deregistration of BIOCYTOGEN, LLC.

Dr. Ni Jian (倪健), aged 52, is one of our founders, our executive Director and is primarily responsible for overseeing our Group's operations and management. Dr. Ni joined our Company as a Director and legal representative in November 2009. Dr. Ni is a member of our remuneration and evaluation committee (the "**Remuneration and Evaluation Committee**") of the Company.

Dr. Ni possesses extensive experience in operating and managing biotechnology companies. She has served for many years at our subsidiaries, including those as set out below:

Name of company	Position	Period of service
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Director	From June 2014 to May 2023
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Director	From October 2014 to May 2023
Eucre (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Chairman of the board	From February 2018 to September 2020
	Director and general manager	From February 2018 to August 2021

**APPENDIX IX-A BIOGRAPHY OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR CANDIDATES**

Name of company	Position	Period of service
EUCURE BIOPHARMA BOSTON CORP	President, Director, treasurer and secretary	Since May 2018
BIOCYTOGEN BOSTON CORP.	Treasurer and Secretary	Since June 2018

Dr. Ni joined the Department of Pharmacy at Brigham and Women’s Hospital, a teaching affiliate of Harvard Medical School, as a senior pharmacist in September 2009. In September 2016, she was appointed as a director of Eucure Biopharma Co., Ltd, Youhoe Biopharma Inc. and Youhoe Biopharma Limited, both of which are holding companies without any interest in our Company.

Dr. Ni served as a biochemical technician at the China Institute for the Control of Pharmaceutical and Biological Products (中國藥品生物製品檢定所) in the PRC from October 1993 to November 1997. From December 2004 to June 2007, she was a pharmacist at New York University Langone Health in the United States. From June 2007 to June 2008, she was a resident pharmacist in West Virginia University Hospital’s Inpatient Pharmacy in the United States. From August 2008 to August 2009, she served as a resident pharmacist at the Dana-Farber Cancer Institute, which is affiliated to the Harvard Medical School in the United States. She then served as an adjunct professor in the School of Pharmacy at the Massachusetts College of Pharmacy and Health Sciences in the United States from September 2014 to April 2018. Since May 2020, she has been a partner of Eucure Evergreen.

In May 2004, she received a doctorate degree in pharmacy from the Massachusetts College of Pharmacy and Health Sciences in the United States. In October 2020, she obtained her master’s degree in public health from Columbia University in the United States.

Dr. Zhang Haichao (張海超), aged 43, is our executive Director and senior operation director of animal center, and is primarily responsible for overseeing our Group’s operations and management and animal model business line. Dr. Zhang joined our Company in December 2009 and served as the head of the department of molecular biology till March 2012. From March 2012 to October 2015, Dr. Zhang was the marketing director of our Company. From September 2015 to July 2019, she was a supervisor of our Company. She has served as an executive Director since July 24, 2019.

**APPENDIX IX-A BIOGRAPHY OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR CANDIDATES**

Dr. Zhang also held various positions at our subsidiaries, including those as set out below:

Name of company	Position	Period of service
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Supervisor	From October 2014 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Supervisor	From October 2014 to May 2023
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Director	From September 2020 to August 2021

Dr. Zhang obtained a bachelor's degree in biochemistry from Hebei Normal University (河北師範大學) in the PRC in June 2004. In June 2011, she obtained a doctorate degree in Chinese medicine from China Pharmaceutical University (中國藥科大學) in the PRC.

CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Wei Yiliang (魏義良), aged 52, is our non-executive Director. Mr. Wei is primarily responsible for overseeing our Group's operations and management. Mr. Wei joined our Company as a Director in September 2015. Mr. Wei is a member of the Strategy Development Committee and audit committee (the "**Audit Committee**") of the Company.

Mr. Wei possesses extensive experience in operating and managing biotechnology companies. He served for many years at our subsidiaries, including those as set out below:

Name of company	Position	Period of service
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Director	From December 2015 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Director	From January 2016 to May 2023
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Director	From December 2016 to August 2021

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Mr. Wei has been serving as a director and general manager of SDIC Venture Capital Co., Ltd (國投創業投資管理有限公司) since February 2016. From September 1998 to January 2016, he worked in the China SDIC High-tech Industry Investment Corporation (中國國投高新產業投資有限公司, formerly known as China High-tech Investment Group (中國高新投資集團公司)) whose wholly-owned subsidiary High-Tech Investment Development Co., Ltd. (高新投資發展有限公司) was an investor shareholder of our Company, primarily engaging in investments management.

Mr. Wei obtained a bachelor's degree in mechanical engineering from Northwest Institute of Light Industry (西北輕工業學院) in the PRC in July 1993, and a doctorate degree in finance from the Chinese Academy of Fiscal Sciences (中國財政科學研究院) (formerly known as the Research Institute for Fiscal Science of the Ministry of Finance (財政部財政科學研究所)) in the PRC in June 2009.

Dr. Zhou Kexiang (周可祥), aged 59, is our non-executive Director and is primarily responsible for overseeing our Group's operations and management. Dr. Zhou joined our company as a Director in March 2018. Dr. Zhou is a member of the Strategy Development Committee.

Dr. Zhou also held various positions at our subsidiaries, including those as set out below:

Name of company	Position	Period of service
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公司)	Director	From February 2018 to August 2021
Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司)	Director	From December 2018 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖(北京)生物工程有限公司)	Director	From May 2019 to May 2023

Dr. Zhou has been a general manager and director of the equity investment department of CMBI Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司) since December 2015, responsible for equity investment. Furthermore, he is currently a director of Jiangsu China Merchants Bank Industrial Fund Management Co., Ltd. (江蘇招銀產業基金管理有限公司). Since November 2022, he has been serving as a director of China Merchants Bank International Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司), a director and general manager of China Merchants Bank Financial Holdings (Shenzhen) Co., Ltd. (招銀金融控股(深圳)有限公司) and the chairman of China Merchants Bank International Financial Holdings (Shenzhen) Co. Ltd. (招銀國際金融控股(深圳)有限公司).

**APPENDIX IX-A BIOGRAPHY OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR CANDIDATES**

Dr. Zhou is currently serving as a non-executive director of Apollomics Inc.. As Dr. Zhou is not involved in the daily management an operation of our Company and of Apollomics Inc. given his non-executive roles in both companies as an investor board representative, the directorship held by Dr. Zhou in Apollomics would not give rise to any material competition issue under Rule 8.10 of the Listing Rules.

Dr. Zhou received his Bachelor of Science degree in military medicine from Southern Medical University (南方醫科大學, formerly known as First Military Medical University (第一軍醫大學)) in China in July 1984, and his M.D. and Ph.D. degrees from Peking University Health Science Center (北京大學醫學部, formerly known as Beijing Medical College (北京醫科大學)) in China, as recognized by the Academic Degree Evaluation Committee (學位評定委員會) of Peking University Health Science Center in July 1990 and June 1993.

Ms. Zhang Leidi (張蕾娣), aged 43, holds a master's degree in finance from Guanghua School of Management of Peking University (北京大學光華管理學院). From July 2003 to September 2011, she worked as a consultant, senior consultant and project manager at Roland Berger Strategy Consultants. From October 2011 to September 2016, she has worked as an investment director and senior investment director of the direct investment department of China Life Investment Holdings Limited (國壽投資控股有限公司). She has served as the managing director, head of management committee and head of China Life Equity Investment Limited (國壽股權投資有限公司) since October 2016.

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hua Fengmao (華風茂) aged 55, joined our Company and was appointed as an independent non-executive Director in July 2021. He is primarily responsible for providing independent opinion and judgment to the Board. Mr. Hua is the chairperson of the Remuneration and Evaluation Committee and a member of the Audit Committee and the Nomination Committee.

Mr. Hua has been the chairman of China Finance Strategies Investment Holdings Ltd. (中國金融策略投資控股有限公司) since August 2014. He has also served as the chief executive officer of ChemPartner PharmaTech Co., Ltd. (睿智醫藥科技股份有限公司) (“**Chempartner**”), a contract research organization company that is involved in pharmaceutical research and development and listed on the Shenzhen Stock Exchange (stock code: 300149), since July 2021. Since August 2021, he has been a director of Chempartner. As Mr. Hua is not involved in the daily management and operation of our Company and given his non-executive role in our Company, the chief executive officer and a director role held by Mr. Hua in Chempartner would not give rise to any material competition issue under Rule 8.10 of the Listing Rules. From July 2003 to October 2005, Mr. Hua was a licensed representative of CITIC CLSA Capital Markets Co., Ltd. From April 2008 to August 2014, Mr. Hua worked at BOCOM International Holdings Company Limited (交銀國際控股有限公司), a financial services company listed on the Hong Kong Stock Exchange (stock code: 3329), and his last position was managing director in the private equity department. From July 2018 to April 2021, Mr. Hua was the chief financial officer of Viva Biotech Holdings Limited (維亞生物科技(上海)有限公司) (“**Viva Biotech**”), a biotechnology company that provides drug discovery services and is listed on the Hong Kong Stock Exchange (stock code: 1873). From July 2018 to June 2021, he was an executive director of Viva Biotech. From November 2020 to June 2021, he was the chairman of the board of directors of Zhejiang Langhua Pharmaceutical Co., Ltd. (浙江朗華製藥有限公司). Since July 21, 2021, Mr. Hua has been appointed as an independent non-executive director of Shanghai NewMed Medical Co., Ltd. (上海紐脈醫療科技股份有限公司), an applicant seeking to list on the Main Board of the Hong Kong Stock Exchange. He has been an independent non-executive director of Sirnaomics Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 2257), and of Lepu Biopharma Co., Ltd. (樂普生物科技股份有限公司), a biopharmaceutical company listed on the Hong Kong Stock Exchange (stock code: 2157), since December 2021. He has also been an independent non-executive director of Ferretti S.p.A., a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 9638), since December 2021.

Mr. Hua obtained his bachelor’s degree in English from Shanghai International Studies University (上海外國語大學) in the PRC in July 1989, and a master’s degree in business administration from the International University of Japan (國際大學) in Japan in June 1997.

Dr. Yu Changyuan (喻長遠), aged 61, joined our Company and was appointed as an independent non-executive Director in December 2020. He is primarily responsible for providing independent opinion and judgment to the Board. Dr. Yu is the chairperson of our nomination committee and a member of our audit committee and remuneration and evaluation committee.

Dr. Yu has been a professor at the School of Life Science and Technology, Beijing University of Chemical Engineering Technology (北京化工大學生命科學與技術學院) since March 2005, and an independent director of Beijing Yiqiao Shenzhou Technology Co., Ltd. (北京義翹神州科技股份有限公司), a biotechnology company listed on the Shenzhen Stock Exchange (stock code: 301047), since March 2020. From August 2002 to December 2004, he was a post-doctoral researcher at the China Academy of Traditional Chinese Medicine (中國中醫研究院).

In May 1990, Dr. Yu obtained a master's degree in medicine from the School of Traditional Chinese Medicine at Shaanxi University (陝西中醫學院) in the PRC. In July 2002, he obtained a doctorate degree in medicine from Xiangya Medical College of Central South University (中南大學湘雅醫學院) in the PRC.

Ms. Liang Xiaoyan (梁曉燕), aged 57, joined our Company and was appointed as an independent non-executive Director in December 2020. She is primarily responsible for providing independent opinion and judgment to the Board. Ms. Liang is the chairperson of the Audit Committee and a member of the Nomination Committee and the Remuneration and Evaluation Committee.

Ms. Liang has been a partner of the accounting firm ShineWing Certified Public Accountants (信永中和會計師事務所) in Beijing, PRC since November 2000 and an independent non-executive director of EFORT Intelligent Equipment Co Ltd (埃夫特智能裝備股份有限公司), a company principally engaged in the manufacture of industrial robots that is listed on the Shanghai Stock Exchange (stock code: 688165), from June 2019 to September 2023. Since December 2018, she has been a director of Beijing Rongce Financial Consulting Co., Ltd. (北京融策財經顧問有限責任公司).

Ms. Liang obtained a bachelor's degree in economics from the Central University of Finance and Economics (中央財經大學, formerly known as 中央財政金融學院) in the PRC in June 1988. In July 1999, she obtained a postgraduate degree in accounting in the PRC as recognized by the Academic Degree Evaluation Committee (學位評定委員會). Ms. Liang is a member of the Beijing Institute of Certified Public Accountants (北京註冊會計師協會).

CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

Ms. Li Yan (李妍), aged 34, joined our Group in December 2009 and has been a Supervisor of our Company since July 2019. She was appointed as chairman of our Supervisory Committee in December 15, 2020 and has been the director of the president's office since July 2015. From March 2013 to July 2015, Ms. Li served as office director of our Company. From July 2012 to March 2013, Ms. Li was head of office of our Company.

Ms. Li has been a supervisor of Maple Veterinary Hospital (Beijing) Co., Ltd (楓葉寵物醫院(北京)有限公司) since March 2020 and of Eucure (Beijing) since September 2020. She has served as a supervisor of Biocytogen (Beijing) Biological Engineering Co., Ltd and Biocytogen Jiangsu Co., Ltd. since May 2023.

Ms. Li obtained a bachelor's degree in accounting from Renmin University of China (中國人民大學) in the PRC in January 2014.

Dr. Yao Jiawei (姚佳維), aged 40, joined the Company in June 2012. He currently is the senior director of the gene editing department. Dr. Yao received a master's degree in Biological Engineering from Tianjin University (天津大學) in June 2008 and a doctor's degree in pharmaceutical engineering from Tianjin University in June 2012.

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.

百奥赛图(北京)医药科技股份有限公司

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

(Stock Code: 2315)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “**EGM**”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Company**”) will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online at 10:00 a.m. on Tuesday, December 12, 2023 for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the existing articles of association of the Company.
2. To consider and approve the further amendments to the articles of association which will take effect upon completion of the proposed Issue of A Shares.
3. To consider and approve the amendments to each of the existing rules of procedures:
 - 3.1. To consider and approve the proposed amendments to “Rules of Procedures for Shareholders’ General Meeting”;
 - 3.2. To consider and approve the proposed amendments to “Rules of Procedures for the Board of Directors Meeting”; and
 - 3.3. To consider and approve the proposed amendments to “Rules of Procedures for the Supervisory Committee Meeting”.
4. To consider and approve the further amendments to each of the rules of procedures which will take effect upon completion of the proposed Issue of A Shares:
 - 4.1. To consider and approve the proposed further amendments to “Rules of Procedures for Shareholders’ General Meeting”;

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

- 4.2. To consider and approve the proposed further amendments to “Rules of Procedures for the Board of Directors Meeting”; and
- 4.3. To consider and approve the proposed further amendments to “Rules of Procedures for the Supervisory Committee Meeting”.

ORDINARY RESOLUTIONS

5. To consider and approve the proposed guarantee for subsidiaries of the Company:
 - 5.1 To consider and approve the proposed guarantee in relation to the application for a RMB60 million consolidated credit facility by Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司) from Bank of Nanjing; and
 - 5.2 To consider and approve the proposed guarantees involved in credit applications to banks by other subsidiaries.
6. To consider and approve the proposed election of the following directors as directors for the second session of the board of directors of the Company:
 - 6.1. To consider and approve the proposed election of Dr. Shen Yuelei as an executive director of the Company;
 - 6.2. To consider and approve the proposed election of Dr. Ni Jian as an executive director of the Company;
 - 6.3. To consider and approve the proposed election of Dr. Zhang Haichao as an executive director of the Company;
 - 6.4. To consider and approve the proposed election of Mr. Wei Yiliang as a non-executive director of the Company;
 - 6.5. To consider and approve the proposed election of Dr. Zhou Kexiang as a non-executive director of the Company;
 - 6.6. To consider and approve the proposed election of Ms. Zhang Leidi as a non-executive director of the Company;
 - 6.7. To consider and approve the proposed election of Mr. Hua Fengmao as an independent non-executive director of the Company;
 - 6.8. To consider and approve the proposed election of Dr. Yu Changyuan as an independent non-executive director of the Company; and

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

- 6.9. To consider and approve the proposed election of Ms. Liang Xiaoyan as an independent non-executive director of the Company.
7. To consider and approve the proposed election of the following non-employee representatives supervisors as non-employee representatives supervisors for the second session of the supervisory committee of the Company:
- 7.1. To consider and approve the proposed election of Ms. Li Yan as a non-employee representatives supervisor of the Company; and
- 7.2. To consider and approve the proposed election of Dr. Yao Jiawei as a non-employee representatives supervisor of the Company.

Yours faithfully,

Biocytogen Pharmaceuticals (Beijing) Co., Ltd.

Shen Yuele

*Chairman of the Board, Chief Executive Officer and
Executive Director*

Hong Kong, November 23, 2023

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular (the “**Circular**”) of the Company dated November 23, 2023.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

Registered Shareholders will be able to attend the EGM, vote and submit questions online via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose H Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s H Share Registrar, Tricor Investor Services Limited.

2. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, December 7, 2023 to Tuesday, December 12, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company’s registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), for registration not later than 4:30 p.m. on Wednesday, December 6, 2023.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
5. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company’s registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letters sent by the Company (for all Shareholders) as soon as possible and in any event no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjournment thereof, should they so wish.
6. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
7. References to time and dates in this notice are to Hong Kong time and dates.



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.

百奥赛图(北京)医药科技股份有限公司

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

(Stock Code: 2315)

NOTICE OF THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 second class meeting of H shareholders (the “**Class Meeting of H Shareholders**”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Company**”) will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online immediately after the conclusion of the EGM on Tuesday, December 12, 2023 for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the existing articles of association of the Company.
2. To consider and approve the further amendments to the articles of association which will take effect upon completion of the proposed Issue of A Shares.
3. To consider and approve the amendments to each of the existing rules of procedures:
 - 3.1. To consider and approve the proposed amendments to “Rules of Procedures for Shareholders’ General Meeting”;
 - 3.2. To consider and approve the proposed amendments to “Rules of Procedures for the Board of Directors Meeting”; and
 - 3.3. To consider and approve the proposed amendments to “Rules of Procedures for the Supervisory Committee Meeting”.

NOTICE OF THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS

4. To consider and approve the further amendments to each of the rules of procedures which will take effect upon completion of the proposed Issue of A Shares:
 - 4.1. To consider and approve the proposed further amendments to “Rules of Procedures for Shareholders’ General Meeting”;
 - 4.2. To consider and approve the proposed further amendments to “Rules of Procedures for the Board of Directors Meeting”; and
 - 4.3. To consider and approve the proposed further amendments to “Rules of Procedures for the Supervisory Committee Meeting”.

Yours faithfully,

Biocytogen Pharmaceuticals (Beijing) Co., Ltd.

Shen Yuelel

*Chairman of the Board, Chief Executive Officer and
Executive Director*

Hong Kong, November 23, 2023

NOTICE OF THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS

Notes:

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular (the “**Circular**”) of the Company dated November 23, 2023.
2. Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the Class meeting of H Shareholders) for the proxy to receive the login access code to participate online in the e-Meeting System. Registered Shareholders will be able to attend the Class meeting of H Shareholders, vote and submit questions online via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company. Non-registered holders whose H Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company’s H Share Registrar, Tricor Investor Services Limited.
3. For the purpose of determining the entitlement to attend and vote at the Class Meeting of H Shareholders, the register of members of the Company will be closed from Thursday, December 7, 2023 to Tuesday, December 12, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to be eligible to attend and vote at the Class Meeting of H Shareholders, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, December 6, 2023.
4. Shareholders who are entitled to attend and vote at the Class Meeting of H Shareholders may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
6. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting at the Class Meeting of H Shareholders or any adjournment thereof, should they so wish.
7. All resolutions at the Class Meeting of H Shareholders will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
8. References to time and dates in this notice are to Hong Kong time and dates.

**NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC
AND UNLISTED SHAREHOLDERS**



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.

百奥赛图(北京)医药科技股份有限公司

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

(Stock Code: 2315)

**NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC AND
UNLISTED SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the 2023 second class meeting of Domestic and Unlisted Shareholders (the “**Class Meeting of Domestic and Unlisted Shareholders**”) of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Company**”) will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online immediately after the conclusion of the Class Meeting of H Shareholders on Tuesday, December 12, 2023 for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the amendments to the existing articles of association of the Company.
2. To consider and approve the further amendments to the articles of association which will take effect upon completion of the proposed Issue of A Shares.
3. To consider and approve the amendments to each of the existing rules of procedures:
 - 3.1. To consider and approve the proposed amendments to “Rules of Procedures for Shareholders’ General Meeting”;
 - 3.2. To consider and approve the proposed amendments to “Rules of Procedures for the Board of Directors Meeting”; and
 - 3.3. To consider and approve the proposed amendments to “Rules of Procedures for the Supervisory Committee Meeting”.

**NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC
AND UNLISTED SHAREHOLDERS**

4. To consider and approve the further amendments to each of the rules of procedures which will take effect upon completion of the proposed Issue of A Shares:
 - 4.1. To consider and approve the proposed further amendments to “Rules of Procedures for Shareholders’ General Meeting”;
 - 4.2. To consider and approve the proposed further amendments to “Rules of Procedures for the Board of Directors Meeting”; and
 - 4.3. To consider and approve the proposed further amendments to “Rules of Procedures for the Supervisory Committee Meeting”.

Yours faithfully,

Biocytogen Pharmaceuticals (Beijing) Co., Ltd.

Shen Yuelel

*Chairman of the Board, Chief Executive Officer and
Executive Director*

Hong Kong, November 23, 2023

NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC AND UNLISTED SHAREHOLDERS

Notes:

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular (the “**Circular**”) of the Company dated November 23, 2023.
2. Domestic and Unlisted Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the class meeting of Domestic and Unlisted Shareholders) for the proxy to receive the login access code to participate online in the e-Meeting System.

Domestic and Unlisted Shareholders will be able to attend the class meeting of Domestic and Unlisted Shareholders, vote and submit questions online via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.
3. Shareholders who are entitled to attend and vote at the Class Meeting of Domestic and Unlisted Shareholders may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
5. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited to the Company’s registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting at the Class Meeting of Domestic and Unlisted Shareholders or any adjournment thereof, should they so wish.
6. All resolutions at the Class Meeting of Domestic and Unlisted Shareholders will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
7. References to time and dates in this notice are to Hong Kong time and dates.