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**If you have sold or transferred** all your shares in Suxin Joyful Life Services Co., Ltd., you should immediately send this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**Suxin Joyful Life Services Co., Ltd.**

**蘇新美好生活服務股份有限公司**

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

**(Stock Code: 2152)**

**PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION  
NOTICE OF EXTRAORDINARY GENERAL MEETING  
NOTICE OF H SHARE CLASS MEETING  
AND  
NOTICE OF DOMESTIC SHARE CLASS MEETING**

The Letter from the Board is set out on pages 4 to 9 of this circular. The EGM, the H Share Class Meeting and the Domestic Share Class Meeting of Suxin Joyful Life Services Co., Ltd. will be held at 11:00 a.m., 12:00 noon (or immediately after the conclusion of the EGM) and 1:00 p.m. (or immediately after the conclusion of the H Share Class Meeting), respectively on Thursday, 21 December 2023 at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC. The notices convening the EGM, the H Share Class Meeting and the Domestic Share Class Meeting of Suxin Joyful Life Services Co., Ltd. are set out on pages 248 to 256 of this circular. The corresponding form(s) of proxy for use at the EGM, the H Share Class Meeting or the Domestic Share Class Meeting are also enclosed herein, and are also published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.suxinfuwu.com](http://www.suxinfuwu.com)).

Shareholders who intend to appoint a proxy to attend the EGM or the H Share Class Meeting or the Domestic Share Class Meeting, please complete the enclosed corresponding proxy form(s) in accordance with the instructions printed thereon, and return it to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the registered office of the Company at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC (for Domestic Shareholders), not later than 24 hours before the time appointed for convening the EGM, the H Share Class Meeting and the Domestic Share Class Meeting or any adjournment thereof (as the case may be) (i.e. not later than 11:00 a.m., 12:00 noon or 1:00 p.m. on Wednesday, 20 December 2023, respectively). Completion and return of the proxy form(s) will not preclude Shareholders from attending and voting in person at the EGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting (as the case may be) if they so wish.

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

1 December 2023

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## DEFINITIONS

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

“Articles of Association”	the Company’s articles of association currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Company” or “our Company”	Suxin Joyful Life Services Co., Ltd. (蘇新美好生活服務股份有限公司), a company established in the People’s Republic of China as an enterprise owned by the whole people (全民所有制企業) on 12 April 1994, converted into a company with limited liability on 25 March 2004 and then converted into a joint stock company with limited liability on 23 April 2021, whose H Shares are listed and traded on the Hong Kong Stock Exchange (Stock Code: 2152)
“Company Law”	Company Law of the People’s Republic of China, as amended from time to time
“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 Share Class Meeting”	the domestic share class meeting of the Company to be convened immediately after the H Share Class Meeting (or any adjournment thereof)
“Domestic Shares”	Domestic non-listed ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM” or “Extraordinary General Meeting”	The extraordinary general meeting of the Company to be convened on Thursday, 21 December 2023
“H Share Class Meeting”	the H share class meeting of the Company to be convened immediately after the EGM (or any adjournment thereof)
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for in Hong Kong dollars and listed and traded on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited

## DEFINITIONS

“H Shareholder(s)”	the holder(s) of H Share(s)
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended, supplemented and/or otherwise modified from time to time
“Notice of EGM”	the notice of the EGM dated Thursday, 21 December 2023 is set out on pages 248 to 250 of this circular
“Notice of H Share Class Meeting”	the notice of the H Share Class Meeting dated Thursday, 21 December 2023 is set out on pages 251 to 253 of this circular
“Notice of Domestic Share Class Meeting”	the notice of the Domestic Share Class Meeting dated Thursday, 21 December 2023 is set out on pages 254 to 256 of this circular
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	Law of the People’s Republic of China on Securities, as amended from time to time
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our Domestic Shares and our H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“State Administration for Market Regulation”	The State Administration for Market Regulation of the PRC and its branches
“State Council”	The State Council of the PRC
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

## DEFINITIONS

*In this circular, unless the context otherwise requires, any reference to the singular includes the plural and vice versa, and any reference to a gender includes a reference to the other gender and the neuter. Further, certain amounts and percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain paragraphs and tables in this circular may not be an arithmetic aggregation of the figures preceding them.*

*The English translations of the names of entities of enterprises established in the PRC and the names of PRC laws, rules and regulations stated in this circular may not be their official names and are for identification purpose only. If there is any inconsistency between their Chinese names and the English translations, the Chinese names shall prevail.*

LETTER FROM THE BOARD



**Suxin Joyful Life Services Co., Ltd.**

**蘇新美好生活服務股份有限公司**

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

**(Stock Code: 2152)**

*Executive Directors:*

Mr. Cui Xiaodong (*Chairman*)

Mr. Zhou Jun

Ms. Zhou Lijuan

*Non-executive Directors:*

Ms. Li Xin

Mr. Cao Bin

Mr. Zhang Jun

*Independent non-executive Directors:*

Ms. Zhou Yun

Ms. Xin Zhu

Mr. Liu Xin

*Registered office in the PRC:*

Room 3001, 30/F

SND International Commerce Tower

28 Shishan Road

Gaoxin District, Suzhou

Jiangsu Province

PRC

*Principal place of business in Hong Kong:*

40/F, Dah Sing Financial Center

248 Queen's Road East

Wan Chai, Hong Kong

1 December 2023

*To the Shareholders*

Dear Sirs or Madam,

**PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION  
NOTICE OF EXTRAORDINARY GENERAL MEETING  
NOTICE OF H SHARE CLASS MEETING  
AND  
NOTICE OF DOMESTIC SHARE CLASS MEETING**

**1 INTRODUCTION**

The purpose of this circular is to provide you with the information of the notice of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, and the information as reasonably needed for you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting.

## LETTER FROM THE BOARD

The following resolution will be proposed at the EGM for the consideration and, if thought fit, approval of the Shareholders:

- (1) To consider and approve the proposed amendments to the Articles of Association (Please refer to Appendix I to the circular of the Company for details).

In addition, the H Share Class Meeting will be held on Thursday, 21 December 2023 immediately after the conclusion of the EGM. The following special resolution will be proposed at the H Share Class Meeting for the consideration and, if thought fit, approval of the H Shareholders:

- (1) To consider and approve the proposed amendments to the Articles of Association (Please refer to Appendix I to the circular of the Company for details).

In addition, the Domestic Share Class Meeting will be held on Thursday, 21 December 2023) immediately after the conclusion of the H Share Class Meeting. The following special resolution will be proposed at the Domestic Share Class Meeting for the consideration and, if thought fit, approval of the Domestic Shareholders:

- (1) To consider and approve the proposed amendments to the Articles of Association (Please refer to Appendix I to the circular of the Company for details).

## 2 DETAILS OF THE RESOLUTION

### SPECIAL RESOLUTION

#### (1) Proposed amendments to the Articles of Association

Reference is made to the announcement of the Company dated 24 November 2023 in relation to the proposed amendments to the Articles of Association.

On 17 February 2023, the State Council issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》), and the CSRC issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and related guidelines, which were implemented on 31 March 2023. Meanwhile, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) (Zheng Wei Fa [1994] No. 21) (the “**Mandatory Provisions**”) issued by the Securities Commission of the State Council and State Commission for Restructuring the Economic System on 27 August 1994 and the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on 4 August 1994 have been repealed as of the effective date of the Trial Measures. PRC issuers are required to formulate their articles of association in accordance with the Guidelines for Articles of Association of Listed Company (Revised in 2022) (《上市公司章程指引(2022年修訂)》) (“**Guidelines on Articles**”) issued by the CSRC, and the Mandatory Provisions are no longer applicable. In light of the above recent changes to the PRC regulations, the Hong

## LETTER FROM THE BOARD

Kong Stock Exchange has also made consequential amendments to the Hong Kong Listing Rules with effect from 1 August 2023, so as to, among others, reflect the requirements of the new PRC regulations and to remove or amend certain provisions in relation to PRC issuers which are no longer necessary, in order to achieve consistency between the requirements applicable to PRC issuers and other issuers respectively.

In view of the recent promulgation of relevant laws, regulations and regulatory rules by the State Council, the CSRC and the Hong Kong Stock Exchange, and in order to continuously comply with the regulatory requirements, in accordance with the Company Law, the Securities Law, the Trial Measures, the Guidelines on Articles, the Hong Kong Listing Rules, and the relevant laws, administrative regulations and listing rules of the place where the Company is listed, and taking into consideration of the needs of the Company's business development, the Company intends to amend the Articles of Association. For details, please refer to Appendix I of this circular.

The Board proposes to authorize the management team of the Company to handle the matters related to the industrial and commercial registration of the aforesaid changes and the filing of the Articles of Association with the State Administration for Market Regulation. The scope of the authorization includes the submission of application documents to the registration authority, and partial adjustments, amendments and supplements to the relevant documents without affecting the substantive content to comply with the requirements of the registration authority. The above changes are subject to the approval of the market regulatory authority.

Save for the proposed amendments to the Articles of Association as set out in Appendix I to this circular, the other provisions of the Articles of Association remain unchanged. The proposed amendments to the Articles of Association are subject to the approval of the regulatory authorities on the final registered content. The amended Articles of Association will be finalized subject to the approval of the relevant resolutions on the EGM, the H Share Class Meeting and the Domestic Share Class Meeting. In case of any discrepancy between the English translation and the Chinese version of the proposed amendments to the Articles of Association, the Chinese version shall prevail.

The legal advisers of the Company as to the laws of Hong Kong and the laws of the PRC have confirmed respectively that the proposed amendments to the Articles of Association are in compliance with the Hong Kong Listing Rules and the applicable laws and regulations in the PRC. The Company has also confirmed that there is nothing unusual about the proposed amendments to the Articles of Association for a company incorporated in the PRC and listed in Hong Kong.

A special resolution will be proposed on the EGM, the H Share Class Meeting and the Domestic Share Class Meeting for the Shareholders to consider and, if thought fit, approve the proposed amendments to the Articles of Association.

## **LETTER FROM THE BOARD**

### **3 THE EGM, THE H SHARE CLASS MEETING AND THE DOMESTIC SHARE CLASS MEETING**

The Company will hold the EGM, the H Share Class Meeting and the Domestic Share Class Meeting at 11:00 a.m., 12:00 noon (or immediately after the conclusion of the EGM) and 1:00 p.m. (or immediately after the conclusion of the H Share Class Meeting), respectively on Thursday, 21 December 2023 at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC. The notices of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting are set out on pages 248 to 256 of this circular, and are also published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.suxinfuwu.com](http://www.suxinfuwu.com)).

### **4 CLOSURE OF REGISTER OF H SHAREHOLDERS**

The register of H Shareholders of the Company will be closed from Monday, 18 December 2023 to Thursday, 21 December 2023, both days inclusive, during which no transfer of H Shares will be registered, in order to ascertain the H Shareholders' entitlement to attend and vote at the forthcoming EGM and the H Share Class Meeting to be held on Thursday, 21 December 2023.

To be eligible for attending and voting at the EGM and the H Share Class Meeting, all properly completed transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 15 December 2023 for registration. H Shareholders whose names appear on the register of members of the Company on Thursday, 21 December 2023 shall be entitled to attend and vote at the forthcoming EGM and the H Share Class Meeting.

### **5 CLOSURE OF REGISTER OF DOMESTIC SHARES**

The register of Domestic Shares of the Company will be closed from Monday, 18 December 2023 to Thursday, 21 December 2023, both days inclusive, during which no transfer of Domestic Shares will be registered, in order to ascertain the Domestic Shareholders' entitlement to attend and vote at the forthcoming EGM and the Domestic Share Class Meeting to be held on Thursday, 21 December 2023.

To be eligible for attending and voting at the EGM and the Domestic Share Class Meeting, all properly completed transfer documents must be lodged with the registered office of the Company at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC not later than 4:30 p.m. on Friday, 15 December 2023 for registration. Domestic Shareholders whose names appear on the register of members of the Company on Thursday, 21 December 2023 shall be entitled to attend and vote at the forthcoming EGM and the Domestic Share Class Meeting.

## LETTER FROM THE BOARD

### **6 ARRANGEMENT FOR PROXY APPOINTMENT**

The forms of proxy for the EGM, the H Share Class Meeting and the Domestic Share Class Meeting are enclosed with this circular, and are published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.suxinfuwu.com](http://www.suxinfuwu.com)).

Whether or not you are able to attend the EGM, the H Share Class Meeting or the Domestic Share Class Meeting, please complete and sign the corresponding form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the Company's registered office at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC (for Domestic Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting or any adjournment thereof (as the case may be) (i.e. no later than 11:00 a.m., 12:00 noon or 1:00 p.m. on Wednesday, 20 December 2023, respectively) in order to be valid. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting (as the case may be) or any adjourned meetings thereof if you so wish.

### **7 VOTING BY POLL**

Any vote of the Shareholders at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting must be taken by poll, except where the chairman of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting 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. An announcement on the poll results will be published by the Company in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules. Accordingly, the chairman of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting will demand a poll for voting on the resolutions proposed at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting in accordance with the power so granted in accordance with the Articles of Association.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting on the aforesaid resolution at the EGM, the H Share Class Meeting and/or the Domestic Share Class Meeting.

### **8 RECOMMENDATIONS**

The Board considers that the resolutions proposed at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting 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 the proposed resolution.

## LETTER FROM THE BOARD

### 9 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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  
By order of the Board  
**Suxin Joyful Life Services Co., Ltd.**  
**Mr. Cui Xiaodong**  
*Chairman and executive Director*

Details of the proposed amendments to the Articles of Association are set out below:

**Articles of Association of  
Suxin Joyful Life Services Co., Ltd.  
(Amendments)**

~~(Applicable after the Issue of H Shares)~~

Note: within the marginal notes of these Articles of Association,

“**Company Law**” represents the Company Law of the People’s Republic of China;

“**Securities Law**” represents the Law of the People’s Republic of China on Securities;

“**Special Regulations**” represent the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (Order No. 160 of the State Council of PRC), promulgated by the State Council on August 4, 1994; [repealed]

“**Mandatory Provisions**” represent the Mandatory Provisions of Articles of Association of Companies Listing Overseas (《到境外上市公司章程必備條款》) (Zheng Wei Fa [1994] No. 21) issued by the CSRC on August 27, 1994; [repealed]

“**Trial Measures**” represent the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) announced on February 17, 2023 and implemented on March 31, 2023 (China Securities Regulatory Commission Announcement [2023] No. 43);

“**Guidelines on the Articles of Association of Listed Companies**” represent the Guidelines on the Articles of Association of Listed Companies (Revised in 2022) (《上市公司章程指引(2022年修訂)》) issued and implemented by the China Securities Regulatory Commission on January 5, 2022 (China Securities Regulatory Commission Announcement [2022] No. 2);

“**Letter of Supplementary Opinions**” represents the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》) (Zheng Jian Hai Han [1995] No.1) jointly promulgated by the overseas listing department of the CSRC and the former production system department of the State Commission for Restructuring the Economic System on April 3, 1995;

“**Opinions on Regulated Operation and In-depth Reform**” represent the “Opinions on Further Assistance in Regulated Operation and In — depth Reform of Companies Listed outside the PRC” (《關於進一步促進境外上市公司規範運作和深化改革的意見》) (Guo Jing Mao Qi Gai [1999] No. 230) jointly promulgated by the former State Economic and Trade Commission and the CSRC on March 29, 1999;

~~“Main Board Listing Rules” or “Hong Kong Stock Exchange Listing Rules” or “Hong Kong Listing Rules”~~ represent the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;

~~“Appendix 3 to the Main Board Hong Kong Listing Rules”~~ represents the ~~Core Shareholder Protection Standards in Appendix 3 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;~~

~~“Appendix 13D to the Main Board Listing Rules”~~ represents ~~Part D of Appendix 13 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;~~ and

~~“Appendix 14 to the Main Board Hong Kong Listing Rules”~~ represents the Corporate Governance Code and Corporate Governance Report in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

## Articles of Association of Suxin Joyful Life Services Co., Ltd.

## Chapter 1 General Provisions

Number	Content of Original Article	Content of Finalized Article
1	addition	<u><b>Article 1</b></u> In order to safeguard the legitimate rights and interests of Suxin Joyful Life Services Co., Ltd. (the “ <b>Company</b> ”), its shareholders and creditors, and to regulate the organisation and activities of the Company, these Articles of Association are formulated in accordance with the Company Law, the Securities Law, the Guidelines on the Articles of Association of Listed Companies, Hong Kong Listing Rules and other relevant regulations.
2	<b>Article 1</b> Suxin Joyful Life Services Co., Ltd. (the “Company”) is a joint stock company with limited liability established in accordance with the PRC Company Law, the PRC Securities Law, Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Companies Listing Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant laws, administrative regulations of the PRC.	<del><b>Article 1</b></del> <b>Article 2</b> Suxin Joyful Life Services Co., Ltd. (the “Company”) is a joint stock company with limited liability The Company established in accordance with the PRC Company Law, the PRC Securities Law, <u>Trial Measures</u> Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Companies Listing Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the <u>Hong Kong Listing Rules</u> Securities on the Stock Exchange and other relevant laws, administrative regulations of the PRC.

Number	Content of Original Article	Content of Finalized Article
	<p>The Company was established by the way of promotion on April 16, 2021 with the approval by the State-owned (Collective) Assets Supervision and Administration Office of Suzhou High-tech Zone (Huqiu District) and was registered with Suzhou Government Approval Bureau and obtained the business license on April 23, 2021.</p> <p>The Unified Social Credit Code of the Company is 91320505251617013D.</p> <p>The promoters of the Company are Suzhou Sugaoxin Group Co., Ltd. and Sugaoxin Chengjian Development (Suzhou) Co., Ltd.</p>	<p>The Company was established by the way of promotion on April 16, 2021 with the approval by the State-owned (Collective) Assets Supervision and Administration Office of Suzhou High-tech Zone (Huqiu District) and was registered with Suzhou Government Approval Bureau and obtained the business license on April 23, 2021.</p> <p>The Unified Social Credit Code of the Company is 91320505251617013D.</p> <p>The promoters of the Company are Suzhou Sugaoxin Group Co., Ltd. and Sugaoxin Chengjian Development (Suzhou) Co., Ltd.</p>
3	addition	<p><u><b>Article 3</b></u> The Company was approved by the China Securities Regulatory Commission on August 26, 2021, to issue 26,047,000 overseas listed foreign shares (including 1.047 million over-allotment shares), and was listed on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”) on August 24, 2022.</p>
4	<p><b>Article 2</b> The Company’s registered names are:</p> <p>Full name in Chinese: 蘇新美好生活服務股份有限公司</p> <p>Full name in English: Suxin Joyful Life Services Co., Ltd.*</p>	<p><del><b>Article 2</b></del> <b>Article 4</b> The Company’s registered names are:</p> <p>Full name in Chinese: 蘇新美好生活服務股份有限公司</p> <p>Full name in English: Suxin Joyful Life Services Co., Ltd.*</p>
5	<p><b>Article 3</b> The Company’s address: Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou</p> <p>Postal code: 215011</p> <p>Tel: 0512-68251855</p>	<p><del><b>Article 3</b></del> <b>Article 5</b> The Company’s address: Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou</p> <p>Postal code: 215011</p> <p>Tel: 0512-68251855</p>

Number	Content of Original Article	Content of Finalized Article
6	addition	<u>Article 6</u> The registered capital of the Company is RMB 101.047 million.
7	<b>Article 4</b> The legal representative of the Company is the chairman of the Board of Directors.	<del>Article 4</del> <u>Article 7</u> The general manager of the Company is the legal representative of the Company. <del>The legal representative of the Company is the chairman of the Board of Directors.</del>
8	<b>Article 5</b> The Company is a joint stock limited company with perpetual existence and is an independent legal entity. The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him/her.	<del>Article 5</del> <u>Article 8</u> The Company is a joint stock limited company with perpetual existence and is an independent legal entity. <u>The entire assets of the Company are divided into equal shares.</u> The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him/her.
9	<b>Article 6</b> The Articles of Association, being the code of conduct for the Company, are passed by way of a special resolution at the shareholders' general meeting of the Company and shall become effective on the date when the overseas-listed foreign shares, permitted by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on The Stock Exchange of Hong Kong Limited (the " <b>Hong Kong Stock Exchange</b> "). The Articles of Association supercede the articles of association previously filed with Suzhou Government Approval Bureau. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders <i>inter se</i> .	<del>Article 6</del> <u>Article 9</u> The Articles of Association, being the code of conduct for the Company, are passed by way of a special resolution at the shareholders' general meeting of the Company and shall become effective on the date when the overseas-listed foreign shares, permitted by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on The Stock Exchange of Hong Kong Limited (the " <b>Hong Kong Stock Exchange</b> "). The Articles of Association supercede the articles of association previously filed with Suzhou Government Approval Bureau. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders <i>inter se</i> <u>and are</u>

Number	Content of Original Article	Content of Finalized Article
		<p><u>legally binding on the Company, its shareholders, directors, supervisors and senior management personnel. Pursuant to the Articles of Association, a shareholder may take legal action against another shareholder, a shareholder may take legal action against the Company's directors, supervisors, general managers and other senior management personnel, a shareholder may take legal action against the Company and the Company may take legal action against its shareholders, directors, supervisors, general managers and other senior management personnel.</u></p>
10	<p><b>Article 7</b> The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers of the Company; all of whom are entitled, according to the Articles of Association, to make claims in respect of rights concerning the matters of the Company.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; and shareholders may institute legal proceedings against directors, supervisors and senior management officers of the Company.</p> <p>The legal proceedings referred to in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration institution for arbitration.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
11	<p><b>Article 8</b> The Company may invest in other limited liability companies, joint stock limited companies or other entities, and the Company's liabilities to an investee entity shall be limited to the amount of its capital contribution to such investee entity.</p> <p>The Company shall not become a capital contributor that shall bear the joint and several liabilities for the debts of the entities it invests in, unless it is otherwise provided for by laws.</p>	<p><del>Article 8</del> <b>Article 10</b> The Company may invest in other <u>corporates</u> <del>limited liability companies, joint stock limited companies or other entities,</del> and the Company's liabilities to an investee entity shall be limited to the amount of its capital contribution to such investee entity.</p> <p><u>However,</u> <del>the</del> Company shall not become a capital contributor that shall bear the joint and several liabilities for the debts of the <u>entities</u> <del>corporates</del> it invests in, unless it is otherwise provided for by laws.</p>
12	<p><b>Article 9</b> Senior management officers referred to in the Articles of Association include general manager, deputy general manager, financial controller (also known as chief financial officer), secretary to the board of directors of the Company and other senior management officers as determined by the board of directors.</p>	<p><del>Article 9</del> <b>Article 11</b> Other <u>senior</u> <del>Senior</del> management officers referred to in the Articles of Association include <u>general manager, assistant to general manager,</u> <del>deputy general manager,</del> financial controller (also known as chief financial officer), secretary to the board of directors of the Company <del>and other senior management officers as determined by the board of directors.</del></p>
13	addition	<p><b>Article 12</b> <u>The Company shall, in accordance with the provisions in the Constitution of the Communist Party of China, establish a party organisation to carry out party activities. The Company shall provide necessary support to facilitate the party activities.</u></p>

## Chapter 2 Vision and Scope of Business of the Company

Number	Content of Original Article	Content of Finalized Article
14	<p><b>Article 10</b> The objectives of the Company is “your satisfaction, our priority (您的滿意，我的追求)”.</p> <p>The business scope of the Company includes: Licensed items: catering services (for items that are subject to approval in accordance with the law, business activities can only be carried out after approval by relevant authority, and the specific operating items are subject to the approval results); General items: corporate management, property management, real estate brokers; real estate consulting; parking service, labour services (excluding labour despatch), sale of office supplies, sale of office equipment, retail of stationery, retail of hardware products, sale of daily necessities, retail of edible agricultural products, retail of cosmetics, rental services (excluding publication rental), information technology consultancy services, network technology services, computer system services, information consultancy services (excluding licensed information consultancy services), conference and exhibition services, etiquette services, housekeeping services, health consultancy services (excluding medical services), nursing agency services (excluding medical services), organization of cultural and artistic exchange activities; catering management; landscaping construction; urban greening management (except for items that are subject to approval in accordance with the law, to operate independently with a business licence in accordance with the law)** The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.</p>	<p><del>Article 10</del> <b>Article 13</b> The objectives of the Company is “your satisfaction, our priority (您的滿意，我的追求)”.</p> <p><del>The business scope of the Company includes: Licensed items: catering services (for items that are subject to approval in accordance with the law, business activities can only be carried out after approval by relevant authority, and the specific operating items are subject to the approval results); General items: corporate management, property management, real estate brokers; real estate consulting; parking service, labour services (excluding labour despatch), sale of office supplies, sale of office equipment, retail of stationery, retail of hardware products, sale of daily necessities, retail of edible agricultural products, retail of cosmetics, rental services (excluding publication rental), information technology consultancy services, network technology services, computer system services, information consultancy services (excluding licensed information consultancy services), conference and exhibition services, etiquette services, housekeeping services, health consultancy services (excluding medical services), nursing agency services (excluding medical services), organization of cultural and artistic exchange activities; catering management; landscaping construction; urban greening management (except for items that are subject to approval in accordance with the law, to operate independently with a business licence in accordance with the law)** The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.</del></p>

Number	Content of Original Article	Content of Finalized Article
	The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business, subject to approval (if required) by the general meeting of shareholders and relevant government departments, and go through the relevant business registration changes in accordance with the regulations.	<del>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business, subject to approval (if required) by the general meeting of shareholders and relevant government departments, and go through the relevant business registration changes in accordance with the regulations.</del>
15	The original <b>Article 10</b> was split into <b>Articles 13 and 14</b>	<p><b>Article 14</b> <u>The business scope of the Company includes: general items: corporate management, property management, real estate brokers; real estate consulting; parking service, labour services (excluding labour despatch), sale of office supplies, sale of office equipment, retail of stationery, retail of hardware products, sale of daily necessities, retail of edible agricultural products, retail of cosmetics, rental services (excluding publication rental), information technology consultancy services, network technology services, computer system services, information consultancy services (excluding licensed information consultancy services), conference and exhibition services, etiquette services, housekeeping services, health consultancy services (excluding medical services), nursing agency services (excluding medical services), organization of cultural and artistic exchange activities (except for items that are subject to approval in accordance with the law, to operate independently with a business licence in accordance with the law). The business scope referred to in the preceding paragraph shall be such items as audited by the relevant company registration authority.</u></p> <p><del>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business, subject to approval (if required) by the general meeting of shareholders and relevant government departments, and go through the relevant business registration changes in accordance with the regulations.</del></p>

**Chapter 3 Shares and Registered Capital****Chapter 3 Section 1 Issuing of Shares**

Number	Content of Original Article	Content of Finalized Article
16	<p><b>Article 11</b> The Company shall have ordinary shares at all times. Ordinary shares issued by the Company include domestic shares and foreign shares. Subject to the approval of the company approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.</p> <p>If the Company creates other classes of shares, it shall specify the order of rights entitled to these different classes of shares in any distribution by dividend or other forms. If the share capital of the Company comprises shares without right to vote, names of these shares shall be added with the words “without right to vote”. If the share capital comprises shares attached with different rights to vote, names of each kind of shares (other than shares attached with the most preferential right to vote) shall be added with the words “with restricted right to vote” or “with limited right to vote”.</p>	<p><del>Article 11</del> <b>Article 15</b> The share of the Company is in the form of stock. The Company shall have ordinary shares at all times. Ordinary shares issued by the Company include domestic shares and foreign shares. Subject to the laws, regulations and the requirements of securities regulatory agencies the approval of the company approving department authorized by the State Council, the Company may, according to its requirementsneeds, create different classes of shares.</p> <p><del>If the Company creates other classes of shares, it shall specify the order of rights entitled to these different classes of shares in any distribution by dividend or other forms. If the share capital of the Company comprises shares without right to vote, names of these shares shall be added with the words “without right to vote”. If the share capital comprises shares attached with different rights to vote, names of each kind of shares (other than shares attached with the most preferential right to vote) shall be added with the words “with restricted right to vote” or “with limited right to vote”.</del></p>
17	<p><b>Article 12</b> The share of the Company is in the form of stock. The shares issued by the Company shall each have a par value of RMB1.</p> <p>RMB referred to in the preceding paragraph shall mean the lawful currency of the People’s Republic of China.</p>	<p><del>Article 12</del> <b>Article 16</b> The share of the Company is in the form of stock. The shares issued by the Company shall be denominated in RMBeach have a par value of RMB1.</p> <p><del>RMB referred to in the preceding paragraph shall mean the lawful currency of the People’s Republic of China.</del></p>

Number	Content of Original Article	Content of Finalized Article
18	<p><b>Article 13</b> Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.</p> <p>Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.</p> <p>Domestic shares and overseas-listed foreign shares issued by the Company are entitled to the same rights in any distribution in the form of dividend or any other forms. Article 13 Article 17 Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.</p>	<p><del>Article 13</del> <b>Article 17</b> Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.</p> <p>Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.</p> <p><del>Domestic shares and overseas-listed foreign shares issued by the Company are entitled to the same rights in any distribution in the form of dividend or any other forms.</del></p>
19	<p><b>Article 14</b> Subject to the approval of the securities authority of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>Foreign investors referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the regions of Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan. Domestic investors mean those investors who subscribe for the Company's shares and who are located within the territory of the People's Republic of China excluding the regions mentioned above.</p>	<p><del>Article 14</del> <b>Article 18</b> Subject to the approval of the securities authority of the State Council <u>laws, regulations and the requirements of the securities regulatory agencies</u>, the Company may issue shares to domestic investors and foreign investors, <u>and it shall also perform registration or filing procedures with the China Securities Regulatory Commission (hereinafter referred to as the "China Securities Regulatory Commission") in accordance with the laws.</u></p> <p>Foreign investors referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the regions of the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan. Domestic investors mean those investors who subscribe for the Company's shares and who are located within the territory of the People's Republic of China excluding the regions mentioned above.</p>

Number	Content of Original Article	Content of Finalized Article
20	<p><b>Article 15</b> Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares which are listed overseas are called overseas-listed foreign shares. The Board of the Company may make arrangements for separate issuance of domestic shares and overseas listed foreign shares in accordance with the issuance scheme approved by the securities regulatory authorities under the State Council.</p> <p>Foreign currencies referred to in the preceding paragraph mean the freely convertible lawful currencies (other than Renminbi) of other countries or regions which are recognized by the foreign exchange authority of the PRC and which can be used to pay the share price to the Company.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>	deletion
21	<p><b>Article 16</b> Foreign shares issued by the Company and which are listed in Hong Kong Stock Exchange shall be referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange, the par value of which are denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
22	addition	<u><b>Article 19</b> Domestic Shares issued by the Company are under centralized depository of China Securities Depository and Clearing Corporation Limited. Overseas listed foreign shares issued by the Company are mainly under the securities depository and clearing company in Hong Kong, and can also be held in the name of individual shareholder.</u>
23	<p><b>Article 17</b> The Company, at the time of its establishment, issued 75,000,000 ordinary shares to its promoters, all of which are subscribed and held by the promoters of the Company, among which:</p> <p>Suzhou Sugaoxin Group Co., Ltd. subscribed and held 69,846,825 shares, representing 93.1291% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Sugaoxin Chengjian Development (Suzhou) Co., Ltd. subscribed and held 5,153,175 shares, representing 6.8709% of the total number of ordinary shares issued by the Company at the time of its establishment.</p>	<p><del><b>Article 17</b></del> <b>Article 20</b> The Company, at the time of its establishment, issued 75,000,000 ordinary shares to its promoters, all of which are subscribed and held by the promoters of the Company, among which:</p> <p>Suzhou Sugaoxin Group Co., Ltd. subscribed and held 69,846,825 shares, representing 93.1291% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Sugaoxin Chengjian Development (Suzhou) Co., Ltd. subscribed and held 5,153,175 shares, representing 6.8709% of the total number of ordinary shares issued by the Company at the time of its establishment.</p>
24	addition	<u><b>Article 21</b> The total number of shares of the Company is 101,047,000 shares. The share capital structure of the Company is: 101,047,000 ordinary shares, among which 75,000,000 shares of domestic shares, representing 74.223% of the total number of shares of the Company, and 26,047,000 shares of overseas listed foreign shares (H shares), representing for 25.777% of the total number of shares of the Company.</u>

Number	Content of Original Article	Content of Finalized Article
25	addition	<u><b>Article 22</b> The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase shares of the Company.</u>
26	<p><b>Article 18</b> Subject to the approval by the securities regulatory authorities of the State Council, the Company may issue up to 25,000,000 overseas-listed foreign shares (assuming the Over-allotment Option is not exercised) or over-allot up to 3,750,000 overseas-listed foreign shares depending on market conditions.</p> <p>Upon the completion of the issuance above (assuming no exercise of the over-allotment option), the shareholding structure of the Company is as follows: 69,846,825 shares or 69.85% shall be held by Suzhou Sugaoxin Group Co., Ltd., 5,153,175 shares or 5.15% shall be held by Sugaoxin Chengjian Development (Suzhou) Co., Ltd., and 25,000,000 shares or 25% shall be held by the holders of overseas-listed foreign shares.</p> <p>Upon the completion of the issuance above (assuming fully exercise of the over-allotment option), the shareholding structure of the Company is as follows: 69,846,825 shares or 67.32% shall be held by Suzhou Sugaoxin Group Co., Ltd., 5,153,175 shares or 4.97% shall be held by Sugaoxin Chengjian Development (Suzhou) Co., Ltd., and 28,750,000 shares or 27.71% shall be held by the holders of overseas-listed foreign shares.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
27	<p><b>Article 19</b> The Company's Board of Directors may implement, through separate offerings, the proposals for the issuance of overseas-listed foreign shares and domestic shares upon approval by the securities authority of the State Council.</p> <p>The Company may implement separately its proposals to issue overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities authority of the State Council.</p>	deletion
28	<p><b>Article 20</b> Where the total number of shares stated in the proposal for the issuance of shares includes overseas-listed foreign shares and domestic shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.</p>	deletion
29	<p><b>Article 21</b> The registered capital of the Company at the time of its establishment is RMB75,000,000. If the over-allotment option is not exercised, the registered capital of the Company shall be RMB100,000,000. If the over-allotment option is fully exercised, the registered capital of the Company shall be RMB103,750,000.</p>	deletion
30	<p><b>Article 22</b> Unless otherwise provided by the PRC laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed, fully-paid shares of the Company are freely transferable and are not subject to any lien. Transfer of overseas-listed foreign shares listed in Hong Kong requires to be registered with the share registrar in Hong Kong entrusted by the Company.</p>	deletion

**Chapter 4 Section 2 Increase, Reduction and Repurchase of Shares**

Number	Content of Original Article	Content of Finalized Article
31	<p><b>Article 23</b> Based on its operating and development needs, the Company may, pursuant to the laws, regulations, the listing rules in the place where the Company's shares are listed and the Articles of Association and with the approval by special resolution in the shareholders' general meeting, increase its capital in the following ways:</p> <ol style="list-style-type: none"> <li>(1) offering new shares to non-specially-designated investors for subscription;</li> <li>(2) placing new shares to its existing shareholders;</li> <li>(3) distributing bonus shares to its existing shareholders;</li> <li>(4) issuing new shares to specially-designated investors;</li> <li>(5) conversion of capital reserve fund into share capital; and</li> <li>(6) any other means which are stipulated by laws and administrative regulations and approved by the relevant regulatory authority.</li> </ol> <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association and the listing rules in the place where the Company's shares are listed, the issuance thereof should be made in accordance with the procedures set out in the relevant PRC laws, administrative regulations and the listing rules in the place where the Company's shares are listed.</p>	<p><b>Article 23</b> Based on its operating and development needs, the Company may, pursuant to the laws, regulations, the listing rules in the place where the Company's shares are listed and the Articles of Association and with the approval by <u>the special</u> resolution in the shareholders' general meeting, increase its capital in the following ways:</p> <ol style="list-style-type: none"> <li>(1) <del>offering new shares to non-specially-designated investors for subscription</del> <u>a public offering of shares</u>;</li> <li>(2) <del>placing new shares to its existing shareholders</del> <u>a private issue of shares</u>;</li> <li>(3) distributing bonus shares to its existing shareholders;</li> <li>(4) <del>issuing new shares to specially-designated investors</del>;</li> <li>(5) <del>4</del> conversion of capital reserve fund into share capital; and</li> <li>(6) <del>5</del> any other means which are stipulated by laws and administrative regulations and approved by the relevant regulatory authority.</li> </ol> <p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association and the listing rules in the place where the Company's shares are listed, the issuance thereof should be made in accordance with the procedures set out in the relevant PRC laws, administrative regulations and the listing rules in the place where the Company's shares are listed.</p>

Number	Content of Original Article	Content of Finalized Article
32	<p><b>Article 24</b> Pursuant to the Articles of Association, the Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the Company Law, other relevant requirements and the Articles of Association.</p>	<p><del><b>Article 24</b></del> Pursuant to the Articles of Association, <del>the</del> Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the Company Law, other relevant requirements and the Articles of Association.</p>
33	<p><b>Article 25</b> The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish an announcement in a newspaper within 30 days from the date of such resolution. A creditor has the right within 30 days from the date it receives the above notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the first announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts.</p>	deletion
34	<p><b>Article 26</b> The Company may, in accordance with the provisions set out in the laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange, departmental rules and the Articles of Association and subject to the approval of the relevant governing authorities of the PRC, repurchase its shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) cancellation of its shares for the purpose of reducing its registered capital;</li> <li>(2) merging with another company which holds the shares of the Company;</li> </ol>	<p><del><b>Article 26</b></del> <b>Article 25</b> The Company shall not buy back its shares, except in <u>one of the following circumstances</u> <del>may</del>, <del>in accordance with the provisions set out in the laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange, departmental rules and the Articles of Association and subject to the approval of the relevant governing authorities of the PRC, repurchase its shares under the following circumstances:</del></p> <ol style="list-style-type: none"> <li>(1) <del>cancellation of its shares for the purpose of reducing its registered capital;</del></li> <li>(2) merging with another company which holds the shares of the Company;</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p>(3) acquiring its own shares for employee stock ownership plans or equity incentives;</p> <p>(4) acquiring the shares upon request by shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company;</p> <p>(5) acquiring its own shares to convert the corporate bonds issued by listed company that are convertible to shares; or</p> <p>(6) maintaining the listed company's value and the rights and interests of shareholders as it deems necessary; and</p> <p>(7) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</p> <p>The Company does not trade in the Company's shares other than as described above.</p>	<p>(3) acquiring its own shares for employee stock ownership plans or equity incentives;</p> <p>(4) acquiring the shares upon request by shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company;</p> <p>(5) acquiring its own shares to convert the corporate bonds issued by listed company that are convertible to shares; or</p> <p>(6) maintaining the listed company's value and the rights and interests of shareholders as it deems necessary; and</p> <p>(7) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</p> <p><del>The Company does not trade in the Company's shares other than as described above.</del> <u>If the Company purchases the shares of the Company, the Company shall perform the obligation of information disclosure in accordance with the Securities Law and the Hong Kong Listing Rules.</u></p>

Number	Content of Original Article	Content of Finalized Article
35	<p><b>Article 27</b> The Company may, upon the approval of the relevant governing authorities of the PRC, repurchase its shares in one of the following ways:</p> <ol style="list-style-type: none"> <li>(1) making an equal proportion general offer of repurchase to all its shareholders;</li> <li>(2) repurchasing shares through public trading on a stock exchange;</li> <li>(3) repurchasing by an off-market agreement outside a stock exchange; and</li> <li>(4) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</li> </ol> <p>A listed company that acquires its own shares under Item (3), Item (5) or Item (6) of Article 26 of the Articles of Association shall conduct such acquisition by way of open centralized trading.</p>	<p><del>Article 27</del> <b>Article 26</b> The Company may purchase its shares in the manner of <u>centralized trading or other methods approved by laws, administrative regulations and the China Securities Regulatory Commission and the securities regulatory authorities where the Company's shares are listed.</u> <del>may, upon the approval of the relevant governing authorities of the PRC, repurchase its shares in one of the following ways:</del></p> <ol style="list-style-type: none"> <li><del>(1) making an equal proportion general offer of repurchase to all its shareholders;</del></li> <li><del>(2) repurchasing shares through public trading on a stock exchange;</del></li> <li><del>(3) repurchasing by an off-market agreement outside a stock exchange; and</del></li> <li><del>(4) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</del></li> </ol> <p>A <del>listed</del> company that acquires its own shares under Item (3), Item (5) or Item (6) of Article <del>26</del><u>26</u> of the Articles of Association shall conduct such acquisition by way of open centralized trading.</p>

Number	Content of Original Article	Content of Finalized Article
36	<p><b>Article 28</b> The Company shall obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles of Association, before it can repurchase shares under Items (1) to (2) of Article 26 of the Articles of Association, or repurchase shares by means of an off-market agreement outside a stock exchange. Where the Company acquires its own shares under Item (3), Item (5) or Item (6) of Article 26 of the Articles of Association, the Company may, pursuant to the Articles of Association or according to the authorization granted by the general meeting, proceed with such acquisition upon a resolution adopted at a meeting of the Board of Directors that is attended by at least two-thirds of all directors.</p> <p>The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, release or vary, or waive its rights under, a contract which has been so entered into.</p> <p>A contract for the repurchase of shares referred to in the preceding paragraph includes (but not be limited to) a contract to become liable to repurchase shares or a contract to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any right contained in such contract.</p>	<p><del>Article 28</del> <b>Article 27</b> The Company shall require a resolution <del>obtain the prior approval</del> of the shareholders' general meeting, <del>in the manner stipulated in the Articles of Association,</del> before it can repurchase shares <u>under for circumstances provided in</u> Items (1) to (2) of Article 26<del>5</del> of the Articles of Association; <del>or repurchase shares by means of an off-market agreement outside a stock exchange.</del> Where the Company acquires its own shares under Item (3), Item (5) or Item (6) of Article 26<del>5</del> of the Articles of Association, the Company may, pursuant to the Articles of Association or according to the authorization granted by the general meeting, proceed with such acquisition upon a resolution adopted at a meeting of the Board of Directors that is attended by at least two-thirds of all directors.</p> <p><u>Shares lawfully repurchased by the Company under Item (1) of Article 25 herein shall be cancelled within ten days from the date of repurchase; for those shares repurchased under Items (2) and (4) of Article 25 herein shall be transferred or cancelled within 6 months thereafter; and the shares acquired by the Company in accordance with Item (3), Item (5) or Item (6) of Article 25 herein shall not exceed 10% of the total issued share capital of the Company, and the shares repurchased shall be transferred or cancelled within three years.</u></p> <p><u>When the Company repurchases H shares, it shall comply with the relevant provisions of the Hong Kong Listing Rules.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p>The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, release or vary, or waive its rights under, a contract which has been so entered into.</p> <p>A contract for the repurchase of shares referred to in the preceding paragraph includes (but not be limited to) a contract to become liable to repurchase shares or a contract to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any right contained in such contract.</p>
37	<p><b>Article 29</b> The price of shares which the Company has the right to buy back for redemption shall limit to a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tender shall be available to all shareholders on equal conditions.</p>	deletion
38	<p><b>Article 30</b> Shares lawfully repurchased by the Company under Item (1) of Article 26 herein shall be cancelled within ten days from the date of repurchase; for those shares repurchased under Items (2) and (4) of Article 26 herein shall be transferred or cancelled within 6 months thereafter; and the shares acquired by the Company in accordance with Item (3), Item (5) or Item (6) of Article 26 herein shall not exceed 10% of the total issued share capital of the Company, and the shares repurchased shall be transferred or cancelled within three years.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>After cancelling the repurchased shares lawfully, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue a relevant announcement accordingly.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>If the relevant laws and regulations, regulatory documents and the relevant regulations of the securities regulatory authority of the place where the shares of the Company are listed provide otherwise on matters relating to the aforesaid share repurchase, such regulations shall prevail.</p>	
39	<b>Article 31</b> The Company shall not accept any share certificate of the Company as the subject of the pledge.	deletion
40	<p><b>Article 32</b> Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) where the Company repurchases shares at par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(2) where the Company repurchases its shares at a premium to its par value, payment up to the par value may be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <ul style="list-style-type: none"> <li data-bbox="405 672 874 853">i. if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</li> <li data-bbox="405 900 874 1678">ii. if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account (or capital reserve account) (including the premiums from the fresh issue) at the time of the repurchase;</li> </ul>	

Number	Content of Original Article	Content of Finalized Article
	<p>(3) the Company shall make the following payments out of the Company's distributable profits:</p> <ul style="list-style-type: none"><li data-bbox="405 408 868 514">i. payment for the acquisition of the right to repurchase its shares;</li><li data-bbox="405 557 868 663">ii. payment for variation of any contract for the repurchase of its shares;</li><li data-bbox="405 706 868 812">iii. payment for the release of its obligations under any contract for the repurchase of shares;</li></ul> <p>(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's premium account (or capital reserve fund account).</p>	

## Section 3 Transfer of Shares

Number	Content of Original Article	Content of Finalized Article
41	addition	<u>Article 28</u> The Company's shares can be transferred in accordance with the law.
42	<b>Article 31</b> The Company shall not accept any share certificate of the Company as the subject of the pledge.	<del>Article 31</del> <u>Article 29</u> The Company shall not accept any share certificate of the Company as the subject of the pledge.
43	<p><b>Article 45</b> Shares held by promoters of the Company shall not be transferred within one year after the Company's establishment. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange.</p> <p>The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his or her possession. Shares of the Company held by them shall not be transferred within one year from the date on which the shares of the Company are listed and traded. Such personnel shall not transfer the Company's shares in their possession within half a year after they have terminated their employment with the Company. Such restrictions shall comply with the relevant provisions of the Main Board Listing Rules if H Shares are involved.</p>	<p><del>Article 45</del> <u>Article 30</u> Shares held by promoters of the Company shall not be transferred within one year after the Company's establishment. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange.</p> <p>The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares <u>(including preference shares)</u> held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares <u>of the same class</u> in his or her possession. Shares of the Company held by them shall not be transferred within one year from the date on which the shares of the Company are listed and traded. Such personnel shall not transfer the Company's shares in their possession within half a year after they have terminated their employment with the Company. Such restrictions shall comply with the relevant provisions of the Main Board Listing Rules if H Shares are involved.</p>

Number	Content of Original Article	Content of Finalized Article
44	addition	<p><u><b>Article 31</b> Where the shareholders, directors, supervisors and senior management personnel of the Company who hold more than 5% of the Company's shares, sell his/her shares in the Company or other securities with equity nature within six months of his/her purchase, or purchase the shares again within six months of the sale, the profits thus made shall accrue to the Company and the Board of the Company shall collect all such profits, except for securities companies holding more than 5% of the Company's shares due to the purchase of the remaining shares pursuant to an underwritten share offer, and other circumstances stipulated by the China Securities Regulatory Commission.</u></p> <p><u>Shares or other securities with equity nature held by directors, supervisors, senior management personnel and natural person shareholders in the preceding paragraph include shares or other securities with equity nature held by their spouses, parents, children and under accounts of other persons.</u></p> <p><u>If the Board of the Company fails to comply with the requirements under the paragraph 1 in this Article, a shareholder shall have the rights to request the Board to do so within 30 days. In failure of the Board of the Company to comply with the same within the aforesaid period, such shareholder shall have the rights to institute a legal proceeding directly with the court in its own name for the benefit of the Company.</u></p> <p><u>If the Board of the Company fails to comply with the requirements under the first paragraph, the Director(s) liable shall assume joint and several responsibilities pursuant to laws.</u></p>

**Chapter 5 Financial Assistance for Acquisition of Shares of the Company**

Number	Content of Original Article	Content of Finalized Article
45	<p><b>Article 33</b> The Company or its subsidiaries shall not, at any time and in any manner, provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company. The said person includes any person who has directly or indirectly incurs any obligations due to the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, at any time and in any manner, provide financial assistance to the aforesaid person for the purpose of reducing or discharging the obligations assumed by him/her.</p> <p>This article does not apply to the circumstances as stated in Article 35 of the Articles of Association.</p>	deletion
46	<p><b>Article 34</b> The financial assistance as referred to in this Chapter includes, but not limited to, the following:</p> <p>(1) assistance given by way of gift;</p> <p>(2) assistance given by way of guarantee (including the provision of any undertaking or property to secure the performance of obligations by the obligor) or indemnity (other than an indemnity in respect of the Company's own default), or by way of release or waiver;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(3) assistance given by way of a loan; or entering into a contract under which the Company needs to perform its obligations ahead of the other contracting parties; or a change in the parties to, or the assignment of rights arising under such loan or such contract; and</p> <p>(4) assistance given by the Company in any other manner when the Company is insolvent or has no net assets or where its net assets would thereby be reduced to a material extent.</p> <p>The expression “incurring an obligation” as referred to in this Chapter includes incurring of an obligation by making a contract or arrangement (irrespective of whether such contract or arrangement is enforceable or not, and whether such obligations are to be borne by the obligor solely or jointly with any other person) or by any other means which results in a change in the obligor’s financial position.</p>	
47	<p><b>Article 35</b> The following acts shall not be deemed to be acts as prohibited in Article 33 herein:</p> <p>(1) the provision of financial assistance where the Company’s principal purpose for giving that assistance is genuinely for the Company’s interests and not for the purpose of acquiring the Shares, or the provision of such assistance is incidental to a certain overall plan of the Company;</p> <p>(2) the lawful distribution of the Company’s assets by way of dividend;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(3) the allotment of bonus shares as dividends;</p> <p>(4) a reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;</p> <p>(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and</p> <p>(6) the Company's contributions to employees' share schemes (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>	

~~Chapter 4 Share Certificates~~~~Shareholders~~ and ~~Register of Shareholders~~ ~~General Meetings~~~~Chapter 6~~ Section 1 Shareholders

Number	Content of Original Article	Content of Finalized Article
48	addition	<p><b>Article 32</b> <u>The Company shall establish a register of shareholders in accordance with the evidence provided by the securities registration authority. The register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong for inspection by the shareholders. A company may, on giving notice in accordance with the relevant provisions of the Hong Kong Listing Rules or the Hong Kong Companies Ordinance, close its register of members or any part thereof in respect of any class of shares for a period or periods not exceeding 30 days in the aggregate in any year. If the applicable laws, regulations and other normative documents, and the regulatory rules of the place where the company's shares are listed have other provisions on the closure of the register of members, those provisions shall prevail. A shareholder shall enjoy rights and assume obligations according to the class of shares held. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</u></p>
49	addition	<p><b>Article 33</b> <u>When the Company needs to confirm the identity of shareholders for holding a shareholders' general meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convener of the shareholders' general meeting shall determine the record date. Shareholders registered in the register of members after close of market on the record date shall be those shareholders entitled to the relevant rights and interests of shareholders of the Company</u></p>

Number	Content of Original Article	Content of Finalized Article
50	<p><b>Article 54</b> Holders of ordinary shares of the Company shall have the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his/her behalf at shareholders' general meetings in proportion to the number of shares held in accordance with laws;</p> <p>(3) the right to supervise and manage the Company's business operations, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, give or pledge the shares held in accordance with laws, administrative regulations, departmental rules, regulatory documents and the listing rules in the stock exchange of the place where the Company's shares are listed and the Articles of Association;</p>	<p><del>Article 54</del> <b>Article 34</b> Holders of <del>ordinary</del> shares of the Company shall have the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend, <u>speak</u> and vote on his/her behalf at shareholders' general meetings in proportion to the number of shares held in accordance with laws;</p> <p>(3) the right to supervise <del>and manage</del> the Company's business operations, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, give or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;</p> <p><del>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</del></p> <p style="padding-left: 40px;"><del>1. a copy of the Articles of Association upon payment of a reasonable charge;</del></p> <p style="padding-left: 40px;"><del>2. the right to inspect for free and copy subject to payment of a reasonable charge;</del></p> <p style="padding-left: 40px;">(1) a copy of all parts of the share register;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. a copy of the Articles of Association upon payment of a reasonable charge;</li> <li>2. the right to inspect for free and copy subject to payment of a reasonable charge: <ol style="list-style-type: none"> <li>(1) a copy of all parts of the share register;</li> <li>(2) personal particulars of directors, supervisors, managers and other senior management officers of the Company, including: <ol style="list-style-type: none"> <li>(a) present name and alias and any former name and alias;</li> <li>(b) principal address (domicile);</li> <li>(c) nationality;</li> <li>(d) primary and all other part-time occupations and positions;</li> <li>(e) identity document and its number.</li> </ol> </li> </ol> </li> </ol>	<p><del>(2) personal particulars of directors, supervisors, managers and other senior management officers of the Company, including:</del></p> <ol style="list-style-type: none"> <li><del>(a) present name and alias and any former name and alias;</del></li> <li><del>(b) principal address (domicile);</del></li> <li><del>(c) nationality;</del></li> <li><del>(d) primary and all other part-time occupations and positions;</del></li> <li><del>(e) identity document and its number.</del></li> </ol> <p><del>(3) a report on the state of the issued share capital of the Company;</del></p> <p><del>(4) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</del></p> <p><del>(5) special resolutions of shareholders' general meetings of the Company;</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>(3) a report on the state of the issued share capital of the Company;</p> <p>(4) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</p> <p>(5) special resolutions of shareholders' general meetings of the Company;</p> <p>(6) reports showing the aggregate par value and quantity in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and foreign shares);</p> <p>(7) the latest annual report filed with the administrative department for industry and commerce through the enterprise credit information publicity system;</p>	<p><del>(6) reports showing the aggregate par value and quantity in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and foreign shares);</del></p> <p><del>(7) the latest annual report filed with the administrative department for industry and commerce through the enterprise credit information publicity system;</del></p> <p><del>(8) corporate bond counterfoils, the resolutions of the Board of Directors, resolutions of the Board of Supervisors and financial and accounting reports;</del></p> <p><del>(9) minutes of the shareholders' general meetings.</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>(8) corporate bond counterfoils, the resolutions of the Board of Directors, resolutions of the Board of Supervisors and financial and accounting reports;</p> <p>(9) minutes of the shareholders' general meetings.</p> <p>The Company shall publish the above-mentioned documents in (3) to (7) of Item 2 and other applicable documents on the website of the Hong Kong Stock Exchange and the Company's website in accordance with the requirements of the Main Board Listing Rules. The Company shall make the documents mentioned in (1) and (9) of Item 2 available for free inspection by the public and shareholders at a designated address in Hong Kong.</p> <p>Subject to the applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed, the Company may refuse to provide access to and make copies of the contents if they relate to the Company's trade secrets and insider information as well as the personal privacy of the persons concerned.</p>	<p><del>The Company shall publish the above-mentioned documents in (3) to (7) of Item 2 and other applicable documents on the website of the Hong Kong Stock Exchange and the Company's website in accordance with the requirements of the Main Board Listing Rules. The Company shall make the documents mentioned in (1) and (9) of Item 2 available for free inspection by the public and shareholders at a designated address in Hong Kong.</del></p> <p><del>Subject to the applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed, the Company may refuse to provide access to and make copies of the contents if they relate to the Company's trade secrets and insider information as well as the personal privacy of the persons concerned.</del></p> <p>(5) <u>Review these Articles of Association, the register of shareholders, corporate bond counterfoils, minutes of shareholders' general meetings, the resolutions of the Board of Directors, resolutions of the Board of Supervisors, and financial and accounting reports;</u></p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting;</p> <p>(9) any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) <del>shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting; any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</del></p> <p>(9) <del>any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</del></p>

Number	Content of Original Article	Content of Finalized Article
51	addition	<p><u><b>Article 35</b> Shareholders who request for the information described in the previous Article shall provide written documentation as proof of their shareholdings' category and amount. The Company shall provide the information as requested upon confirmation of the identification of the shareholders.</u></p>
52	addition	<p><u><b>Article 36</b> Shareholders have the right to apply to the civil courts for contents of resolutions of shareholders' general meetings and the Board of Directors meeting that is in violation of laws and administrative regulations to be found invalid.</u></p> <p><u>In the event that the convening and voting procedures of shareholders' general meetings and Board of Directors meetings are in violation of laws, administrative regulations, or the Articles of Association, or the contents of resolutions are in violation of the Articles of Association, shareholders have the right to apply to the civil courts for revocation within 60 days of the date of resolutions.</u></p>

Number	Content of Original Article	Content of Finalized Article
53	addition	<p><u><b>Article 37</b> If a director or senior management personnel has violated any laws, administrative regulations or these Articles of Association in the course of performing his or her duties to the Company, and thereby caused the Company to incur a loss, a shareholder or shareholders who individually or jointly hold 1% or more of the Company's shares for more than 180 consecutive days has the right to request in writing the board of supervisors to initiate proceedings in the people's court. If the board of supervisors has violated the laws, administrative regulations or these Articles of Association in the course of performing its duties to the Company, and thereby caused the Company to incur a loss, shareholder(s) may request in writing the board of directors to initiate proceedings in the people's court in respect thereof.</u></p> <p><u>If the board of supervisors or the board of directors refuses to initiate proceedings after receipt of a written request from the shareholder(s) as mentioned in the preceding paragraph, or fails to initiate proceedings within 30 days from the date of receipt of the request, or under urgent circumstances where failure to promptly initiate proceedings would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph are entitled to directly initiate proceedings in the people's court in their own name in the interests of the Company.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><u>If any third party infringes the lawful rights of the Company and has caused a loss to the Company, the shareholders mentioned in the first paragraph of this Article may initiate proceedings in the people's court according to the provisions of the two preceding paragraphs.</u></p>
54	addition	<p><u><b>Article 38</b> In the event that directors and senior management act in violation of laws, administrative regulations, or the Articles of Association, resulting in the loss of interests of shareholders, shareholders may begin legal proceedings with the civil courts.</u></p>
55	Original <b>Article 55</b> is adjusted and revised to <b>Article 39</b>	<p><del><b>Article 55</b></del> <b>Article 39</b> Holders of ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations and the Articles of Association;</li> <li>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</li> <li>(3) <del>to assume liability of the Company based on the shares held by them;</del> <u>not to withdraw shares, except as provided in laws and regulations;</u></li> <li>(4) <del>not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations;</del> <u>not to prejudice the interests of the Company or other shareholders by abusing shareholder's rights; not to prejudice the interests of the creditors of the Company by abusing the independent legal person status of the Company or by abusing the limited liabilities of the shareholder;</u></li> </ol>

Number	Content of Original Article	Content of Finalized Article
		<p>(5) <del>not to prejudice the interests of the Company or other shareholders by abusing shareholder's rights;</del> other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>(6) <del>not to prejudice the interests of the creditors of the Company by abusing the independent legal person status of the Company or by abusing the limited liabilities of the shareholder;</del></p> <p>(7) <del>other obligations imposed by laws, administrative regulations and the Articles of Association.</del></p> <p><del>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</del></p> <p>Shareholders of the Company who abuse their shareholders' rights and thereby cause loss to the Company or other shareholders shall be liable for indemnity according to the law; where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.</p>

Number	Content of Original Article	Content of Finalized Article
56	addition	<p><u><b>Article 40</b> Where a shareholder holding 5% or more voting shares of the Company pledges any shares in his/her possession, he/she shall make a written report to the Company on the day on which he/she pledges his/her shares.</u></p>
57	addition	<p><u><b>Article 41</b> The controlling shareholders and de facto controllers of the Company shall not use their connections to harm the interests of the Company. Any person who violates this provision and causes losses to the Company shall be liable for compensation.</u></p> <p><u>The controlling shareholders and de facto controllers of the Company shall have fiduciary duties towards the Company and public shareholders of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws. The controlling shareholders shall not infringe the legitimate rights of the Company and other shareholders of the Company through profit distribution, asset restructuring, foreign investment, capital appropriation and loan guarantee, and shall not make use of their controlling status to jeopardize the interests of the Company and public shareholders of the Company.</u></p>

Number	Content of Original Article	Content of Finalized Article
58	<p><b>Article 36</b> Share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p> <p>During the listing of the Company's H shares on the Hong Kong Stock Exchange, the Company shall at any time ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</p> <p>(1) the purchaser of the shares and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law and other relevant laws, administrative regulations, the Special Regulations and the Articles of Association;</p>	deletion

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

Number	Content of Original Article	Content of Finalized Article
	The Company is required to observe and comply with the Company Law, Special Regulations and other relevant laws and the provisions of the Articles of Association.	
59	<b>Article 37</b> The shares of the Company may be transferred, donated, inherited and pledged in accordance with the relevant laws, administrative regulations and the Articles of Association. The documents of transfer and other documents in relation to the ownership of shares shall be registered with the share registrar entrusted by the Company.	deletion
60	<p><b>Article 38</b> The share certificates shall be signed by the chairman of the Board of Directors. Where the stock exchange on which the Company's shares are listed requires the share certificates to be signed by other senior management officers, the share certificates shall also be signed by such senior management officers. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed or printed with the Company's seal under the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors of the Company or other relevant senior management officers on the share certificates may also be in printed form.</p> <p>Under the conditions of paperless issuance and transactions, other requirements stipulated by the securities regulatory authorities and stock exchanges of the places where the shares of the Company are listed shall prevail.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
61	<p><b>Article 39</b> The Company shall maintain a register of shareholders and register the following particulars:</p> <ol style="list-style-type: none"> <li>(1) the name, address (residence), occupation or nature of each shareholder;</li> <li>(2) the class and number of shares held by each shareholder;</li> <li>(3) the amount paid-up or payable in respect of shares held by each shareholder;</li> <li>(4) the serial numbers of the shares held by each shareholder;</li> <li>(5) the date on which each shareholder registers as a shareholder;</li> <li>(6) the date on which each shareholder ceases to be a shareholder.</li> </ol> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except with evidence to prove the contrary.</p>	deletion
62	<p><b>Article 40</b> Subject to the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All instruments of transfer and other documents related to the ownership of any H shares or affecting the ownership of any H shares shall be registered. If any fees are charged in respect of such registration, such fees shall not exceed the highest fees as prescribed by the Hong Kong Stock Exchange.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>Where two or more than two persons are registered as joint holders of any shares, they should be deemed as joint owners of such shares and subject to the following restrictions:</p> <ol style="list-style-type: none"> <li data-bbox="347 485 868 668">(1) the restricted number of holders jointly registered shall not exceed four if the Company is entitled to restrict the number of shareholders of joint holders account;</li> <li data-bbox="347 710 868 859">(2) all joint holders of any shares shall jointly and severally assume obligation for all amounts payable for relevant shares;</li> <li data-bbox="347 902 868 1349">(3) if one of the joint holders deceased, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board of Directors shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate of the relevant shareholder where it deems appropriate to do so; and</li> <li data-bbox="347 1391 868 1791">(4) in case of joint holders of any shares, only the joint holder that is listed first in the register of shareholders shall be entitled to take relevant shares, receive notices of the Company, and attend the shareholders' general meetings of the Company or exercise the full voting right of the relevant shares. Any notice served to the aforesaid person shall be deemed as having</li> </ol>	

Number	Content of Original Article	Content of Finalized Article
	<p>been served to all the joint holders of the relevant shares. Any one of the joint holders may sign a proxy form, but if more than one joint holder attends the shareholders' general meeting in person or by proxy, the resolution made by the joint holder with priority shall be accepted as the sole resolution made on behalf of other joint holders (regardless of whether it is made in person or by proxy). In this respect, the priority of shareholders shall be determined according to the order of ranking of the joint holders of relevant shares in the register of shareholders.</p>	
63	<p><b>Article 41</b> The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas-listed foreign shares outside China and appoint overseas agent(s) to manage such register. The original copy of register of holders of overseas-listed foreign shares listed in Hong Kong shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares at the Company's corporate domicile. The appointed overseas agent(s) shall ensure the consistency between the original version and the duplicate register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original version and the duplicate register of holders of overseas-listed foreign shares, the original version shall prevail.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
64	<p><b>Article 42</b> The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following parts:</p> <p>(1) the register of shareholders maintained at the Company's corporate domicile (other than those registers of shareholders as described in Items (2) and (3) of this Article);</p> <p>(2) the register of shareholders in respect of the holders of overseas-listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located;</p> <p>(3) the register of shareholders maintained at such other place as the Board of Directors may consider necessary for the purpose of listing of the Company's shares.</p>	deletion
65	<p><b>Article 43</b> Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.</p> <p>Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
66	<p><b>Article 44</b> All transfers of overseas-listed foreign shares shall be carried out in general or common format, or any other written transfer instrument format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time); a written transfer document may be signed under hand or (where the transferor or transferee is a corporation) by the company's seal. In the event that the transferor or transferee of the shares of the Company is a recognized clearing house (the "Recognized Clearing House") as defined under the law of Hong Kong or its agent, a written transfer instrument may be signed in a machine-printed form.</p> <p>All paid-up overseas-listed foreign shares which are listed in Hong Kong are freely transferable pursuant to the Articles of Association. However, the Board of Directors may refuse to recognize any instrument of transfer without giving any reason, unless:</p> <p>(1) a fee (for each instrument of transfer) of HK\$2.5 or any higher fee as agreed by the Hong Kong Stock Exchange has been paid to the Company to register the instrument of transfer of shares and other documents relating to or affecting the ownership of such shares;</p> <p>(2) the instrument of transfer involves only the overseas-listed foreign shares listed in Hong Kong;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(3) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and evidence reasonably required by the Board of Directors showing that the transferor has the right to transfer such shares shall be provided;</p> <p>(5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed 4;</p> <p>(6) the Company does not have any lien over the relevant shares; and</p> <p>(7) no transfer shall be made to minors or persons of unsound mind or others under legal disability.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Company shall provide the transferor and the transferee of the shares with a notification of refusal in relation to registration of shares within two months from the application for registration.</p> <p>All instruments of transfer shall be kept at the Company's legal address or such address as the Board of Directors may designate from time to time.</p>	

Number	Content of Original Article	Content of Finalized Article
67	<p><b>Article 45</b> Shares held by promoters of the Company shall not be transferred within one year after the Company's establishment. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange.</p> <p>The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares in his or her possession. Shares of the Company held by them shall not be transferred within one year from the date on which the shares of the Company are listed and traded. Such personnel shall not transfer the Company's shares in their possession within half a year after they have terminated their employment with the Company. Such restrictions shall comply with the relevant provisions of the Main Board Listing Rules if H Shares are involved.</p>	Adjusted to Article 30

Number	Content of Original Article	Content of Finalized Article
68	<b>Article 46</b> Subject to the approval of the securities regulatory authorities of the State Council, holders of domestic shares of the Company may transfer the shares held by them to foreign investors and have the shares listed and traded overseas. The shares transferred shall comply with the regulatory procedures, provisions and requirements of the overseas securities market when listed and traded on an overseas stock exchange. The listing and trading of the transferred shares on an overseas stock exchange are not subject to the holding of a class meeting for voting.	deletion
69	<b>Article 47</b> The procedures for registering any modification of a register of shareholders resulting from an assignment of shares shall not be gone through within 30 days of the commencement of a shareholders' meeting or within five days before the date on which dividends are to be distributed as decided by the Company.	deletion
70	<b>Article 48</b> Where the Company convenes a shareholders' general meeting, distributes dividends, liquidates and carries out other activities which would require the determination of shareholdings, the Board of Directors shall fix a date for ascertainment of the shareholding. Upon the close of such date, the shareholders who remain on the register shall be deemed as the shareholders of the Company.	deletion
71	<b>Article 49</b> Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.	deletion

Number	Content of Original Article	Content of Finalized Article
72	<p><b>Article 50</b> Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificates (the “<b>Original Certificates</b>”) are lost, apply to the Company for a replacement share certificate in respect of such shares (the “<b>Relevant Shares</b>”).</p> <p>If a holder of the domestic shares loses his/her share certificates and applies for their replacement, it shall be dealt with in accordance with the relevant requirements of the Company Law.</p> <p>If a holder of overseas-listed foreign shares loses his/her share certificates and applies for their replacement, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed foreign shares is maintained.</p> <p>If a holder of H shares loses his/her share certificates and applies for their replacement, the issue of replacement certificates to that holder shall comply with the following requirements:</p> <p>(1) the applicant shall submit an application in the form prescribed by the Company accompanied by a notarial document or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the Relevant Shares.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(2) no statement has been received by the Company from a person other than the applicant for having his/her name registered as a holder of the Relevant Shares before the Company came to a decision to issue the replacement certificates.</p> <p>(3) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board of Directors. The announcement shall be made at least once every 30 days in a period of 90 days. The newspapers designated by the Board of Directors shall be at least one Chinese and English newspaper recognized by the Hong Kong Stock Exchange.</p> <p>(4) the Company shall, prior to the publication of its announcement of intention to issue a replacement certificate, deliver to the Hong Kong Stock Exchange a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from the Hong Kong Stock Exchange that the announcement has been exhibited at its premises. The announcement shall be exhibited at the premises of the Hong Kong Stock Exchange for a period of 90 days. In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(5) if, upon expiration of the 90-day period referred to in Items (3) and (4) of this Article, the Company has not received from any person any objection to the issuance of replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his/her application.</p> <p>(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and issue in the register of shareholders accordingly.</p> <p>(7) all expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p>	
73	<p><b>Article 51</b> Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforesaid new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he/she is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	deletion
74	<p><b>Article 52</b> The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the Original Certificate or the issuance of the replacement certificate, unless the claimant proves that the Company has acted fraudulently.</p> <p>If the Company issues warrants to bearer holders, no new warrant shall be issued to replace the lost warrant unless the Company is convinced that the original warrant has been destroyed beyond reasonable doubt.</p>	deletion

**Chapter 7 Rights and Obligations of Shareholders**

Number	Content of Original Article	Content of Finalized Article
75	<p><b>Article 53</b> A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by him/her; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>All classes of shareholders of the Company shall rank pari passu over any distribution by way of dividend or any other forms of distribution.</p> <p>When a legal person acts as a shareholder of the Company, the legal representative or the proxy authorized by the legal representative shall exercise its rights on its behalf.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason only that persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
76	<p><b>Article 54</b> Holders of ordinary shares of the Company shall have the following rights:</p> <ol style="list-style-type: none"> <li>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</li> <li>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his/her behalf at shareholders' general meetings in proportion to the number of shares held in accordance with laws;</li> <li>(3) the right to supervise and manage the Company's business operations, and to put forward proposals and raise inquiries;</li> <li>(4) the right to transfer, give or pledge the shares held in accordance with laws administrative regulations, departmental rules, regulatory documents and the listing rules in the stock exchange of the place where the Company's shares are listed and the Articles of Association;</li> <li>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including: <ol style="list-style-type: none"> <li>1. a copy of the Articles of Association upon payment of a reasonable charge;</li> <li>2. the right to inspect for free and copy subject to payment of a reasonable charge:</li> </ol> </li> </ol>	Adjusted to Article 34 and revision

Number	Content of Original Article	Content of Finalized Article
	<p>(1) a copy of all parts of the share register;</p> <p>(2) personal particulars of directors, supervisors, managers and other senior management officers of the Company, including:</p> <p>(a) present name and alias and any former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other p a r t - t i m e occupations and positions;</p> <p>(e) identity document and its number.</p> <p>(3) a report on the state of the issued share capital of the Company;</p> <p>(4) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</p> <p>(5) special resolutions of shareholders' general meetings of the Company;</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(6) reports showing the aggregate par value and quantity in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and foreign shares);</p> <p>(7) the latest annual report filed with the administrative department for industry and commerce through the enterprise credit information publicity system;</p> <p>(8) corporate bond counterfoils, the resolutions of the Board of Directors, resolutions of the Board of Supervisors and financial and accounting reports;</p> <p>(9) minutes of the shareholders' general meetings.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>The Company shall publish the above-mentioned documents in (3) to (7) of Item 2 and other applicable documents on the website of the Hong Kong Stock Exchange and the Company's website in accordance with the requirements of the Main Board Listing Rules. The Company shall make the documents mentioned in (1) and (9) of Item 2 available for free inspection by the public and shareholders at a designated address in Hong Kong.</p> <p>Subject to the applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed, the Company may refuse to provide access to and make copies of the contents if they relate to the Company's trade secrets and insider information as well as the personal privacy of the persons concerned.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting;</p> <p>(9) any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	

Number	Content of Original Article	Content of Finalized Article
77	<p><b>Article 55</b> Holders of ordinary shares of the Company shall assume the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to abide by the laws, administrative regulations and the Articles of Association;</li> <li>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</li> <li>(3) to assume liability of the Company based on the shares held by them;</li> <li>(4) not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations;</li> <li>(5) not to prejudice the interests of the Company or other shareholders by abusing shareholder's rights;</li> <li>(6) not to prejudice the interests of the creditors of the Company by abusing the independent legal person status of the Company or by abusing the limited liabilities of the shareholder;</li> <li>(7) other obligations imposed by laws, administrative regulations and the Articles of Association.</li> </ol> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>	Adjusted to Article 39 and revision

Number	Content of Original Article	Content of Finalized Article
78	<p><b>Article 56</b> In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(1) to relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company;</p> <p>(3) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive another shareholder of his/her personal interest, including, but not limited to, any allocation right and voting right, but excluding any corporate restructuring proposal submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
79	<p><b>Article 57</b> For the purpose of the Articles of Association, a “controlling shareholder” means a shareholder who satisfies any one of the following conditions:</p> <p>(1) any person acting on his/her own or in concert with other parties has the power to elect not less than half of the directors;</p> <p>(2) any person acting on his/her own or in concert with other parties has the power to exercise or control the exercise of 30% or more of the voting rights of the Company;</p> <p>(3) any person acting on his/her own or in concert with other parties holds 30% or more of the outstanding shares of the Company;</p> <p>(4) any person acting on his/her own or in concert with other parties has actual control over the Company in any other manner.</p> <p>The term of “acting in concert” referred to in this Article represents an act that any of two or more persons obtains the voting right in the Company through any of them by way of their agreement thereon (whether in oral or in written form), so as to realize or reinforce their purpose of controlling the Company.</p>	deletion

## Chapter 8 Section 2 General Provisions for the Shareholders' General Meeting

Number	Content of Original Article	Content of Finalized Article
80	<b>Article 58</b> The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with laws.	Integrated into <b>Article 42</b>
81	<p><b>Article 59</b> The shareholders' general meeting shall have the following functions and powers:</p> <p>(1) to decide the Company's operational guidelines and investment schemes;</p> <p>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</p> <p>(3) to consider and approve the reports of the Board of Directors;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(6) to consider and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p>(7) to resolve on increase or reduction in the Company's registered capital;</p>	<p><del>Article 59</del> <b>Article 42</b> The shareholders' general meeting is the organ of authority of the Company and The shareholders' general meeting shall have the following functions and powers in accordance with the law:</p> <p>(1) to decide the Company's operational guidelines and investment schemes;</p> <p>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</p> <p>(3) to consider and approve the reports of the Board of Directors;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(6) to consider and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p>(7) to resolve on increase or reduction in the Company's registered capital;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>(8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;</p> <p>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to consider the motions put forward by shareholders individually or jointly holding 3% or more of the Company's shares with voting rights;</p> <p>(12) to decide the engagement, re-appointment or dismissal of the accounting firms;</p> <p>(13) to consider and approve the external guarantees subject to the approval of the shareholders' general meeting;</p> <p>(14) to consider the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(15) to consider the share incentive plan;</p>	<p>(8) to resolve on the issue of debentures, <del>any kind of shares, warrants or other similar securities</del> by the Company;</p> <p>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p><del>(11)</del> to consider the motions put forward by shareholders individually or jointly holding 3% or more of the Company's shares with voting rights;</p> <p><del>(12)</del><u>(11)</u> to decide the engagement, re-appointment or dismissal of the accounting firms;</p> <p><del>(13)</del><u>(12)</u> to consider and approve the external guarantees <u>stipulated in Article 43</u> subject to the approval of the shareholders' general meeting;</p> <p><u>(13)</u> to consider the purchase or disposal of material assets <del>or provision of guarantee</del> by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(14) <u>to consider and approve any change in the use of proceeds from funds raised;</u></p> <p>(15) to consider the share incentive plan <u>and employee share ownership plans;</u></p>

Number	Content of Original Article	Content of Finalized Article
	<p>(16) to consider and approve other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at general meetings;</p> <p>(17) to consider and approve other matters as required by the listing rules of the stock exchange of the locality on which the Company's shares are listed.</p> <p>The shareholders' general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the annual general meeting:</p> <ol style="list-style-type: none"> <li>1. subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</li> </ol>	<p>(16) to consider and approve other matters which, according to the laws, administrative regulations, <u>departmental</u> rules and the Articles of Association, should be resolved by the shareholders at general meetings;</p> <p>(17) to consider and approve other matters as required by the listing rules of the stock exchange of the locality on which the Company's shares are listed.</p> <p><u>Where laws, regulations and regulatory rules of the place where the Company's shares are listed have other mandatory provisions on the matters to be considered at the shareholders' general meeting and the relevant approval standards, such provisions shall prevail; Subject to the laws, regulations and mandatory provisions of the regulatory rules of the place where the shares are listed, the shareholders' general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it.</u></p> <p><del>The shareholders' general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the annual general meeting:</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>2. to authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid- term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>	<p><del>1. subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</del></p> <p>2. to authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid- term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>

Number	Content of Original Article	Content of Finalized Article
82	<p><b>Article 60</b> The provision of external guarantees by the Company shall be considered and approved by the Board of Directors. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders' general meeting.</p> <p>When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders.</p> <p>If a director, general manager or any other senior management officer violates a provision on the approval authority or consideration procedure for the provision of external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he/she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.</p>	<p><del>Article 60</del> <b>Article 43</b> <u>The following provision of external guarantees by the Company shall be considered and approved at the shareholders' general meeting: The provision of external guarantees by the Company shall be considered and approved by the Board of Directors. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders' general meeting.</u></p> <p>(1) <u>any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;</u></p> <p>(2) <u>any guarantee provided after the total amount of external guarantees by the Company exceeds 30% of the latest audited total assets;</u></p> <p>(3) <u>any guarantee by the Company within one year with guaranteed amount in excess of 30% of the latest audited total assets of the Company;</u></p> <p>(4) <u>any guarantee provided for a target party whose asset-liability ratio is over 70%;</u></p> <p>(5) <u>any guarantee with a single guaranteed amount in excess of 10% of the latest audited net assets;</u></p> <p>(6) <u>any guarantee provided to shareholders, de facto controllers and their related parties.</u></p> <p>(7) <u>other guarantees that require the consideration of the shareholders' general meeting stipulated by laws, regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><del>The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders' general meeting.</del></p> <p>When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders.</p> <p>If a director, general manager or any other senior management officer violates a provision on the approval authority or consideration procedure for the provision of external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he/she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.</p>
83	<p><b>Article 61</b> The Company shall not, without the prior approval of the shareholders' general meeting, enter into any contract with any party (other than the directors, supervisors, general managers and other senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
84	<p><b>Article 62</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting. A general meeting shall be convened by the Board of Directors. Annual general meetings shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p>Extraordinary general meetings shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within 2 months from the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</li> <li>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;</li> <li>(3) when any shareholder(s) holding individually or collectively 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</li> <li>(4) when deemed necessary by the Board of Directors or when requested by the Board of Supervisors;</li> <li>(5) when proposed by two or more of independent directors;</li> <li>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company's shares are listed or the Articles of Association.</li> </ol>	<p><del>Article 62</del> <b>Article 44</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting. <del>A general meeting shall be convened by the Board of Directors.</del> Annual general meetings shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p>Extraordinary general meetings shall be convened <del>as and when necessary.</del> <del>The Board of Directors shall convene an extraordinary general meeting</del> within 2 months from the occurrence of any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</li> <li>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;</li> <li>(3) when any shareholder(s) holding individually or collectively 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</li> <li>(4) when deemed necessary by the Board of Directors or when requested by the Board of Supervisors;</li> <li><del>(5) when proposed by two or more of independent directors;</del></li> <li><del>(6)</del><u>(5)</u> other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company's shares are listed or the Articles of Association.</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	In any of the circumstances referred to in Items (3), (4) and (5) above, the matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.	In any of the circumstances referred to in Items (3); <del>and (4) and (5)</del> above, the matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.
85	addition	<p><b>Article 45</b> <u>The venue of the shareholders' general meetings of the Company shall be: the domicile of the Company, the business place of the Company or locations specified in the notice of the other meeting. Shareholders' general meetings shall be held onsite at a venue. The Company may also provide an online voting platform for its shareholders to conveniently participate in shareholders' general meetings. Shareholders participating in a shareholders' general meeting by the aforementioned means shall be deemed to have attended such meeting.</u></p>
86	addition	<p><b>Article 46</b> <u>The Company shall, for general meetings held, engage lawyers to provide legal opinions on the following issues and make related announcement:</u></p> <ol style="list-style-type: none"> <li data-bbox="880 1264 1390 1427">(1) <u>whether or not the procedures for convening of the meeting are in compliance with the laws, administrative regulations and these Articles of Association;</u></li> <li data-bbox="880 1474 1390 1576">(2) <u>whether or not persons attending the meeting and the convener of the meeting are qualified and lawful;</u></li> <li data-bbox="880 1613 1390 1715">(3) <u>whether or not the procedure and results of voting are lawful and valid;</u></li> <li data-bbox="880 1751 1390 1842">(4) <u>any other issues to be addressed by legal opinions as required by the Company.</u></li> </ol>

## Section 3 Convening of Shareholders' General Meeting

Number	Content of Original Article	Content of Finalized Article
87	addition	<p><b>Article 47</b> <u>Independent directors are entitled to propose to the board of directors for convening an extraordinary general meeting. In response to such proposal of the independent directors to convene an extraordinary general meeting, the board of directors shall, within ten days after receiving such proposal, provide a response in writing to indicate whether or not the board agrees to convene such extraordinary general meeting pursuant to the laws, administrative regulations and these Articles of Association. Where the board agrees to convene such extraordinary general meeting, a notice to convene such general meeting shall be issued within five days after the passing of the relevant resolution by the board. Where the board disagrees to convene such extraordinary general meeting, the board shall give reasons for such decision, which shall also be announced.</u></p>
88	addition	<p><b>Article 48</b> <u>The board of supervisors has the right to propose to the board to convene extraordinary general meetings and such proposal shall be made by way of written request(s). The board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten days upon receiving the proposal in accordance with the requirements of the laws, administrative regulations and these Articles of Association.</u></p> <p><u>Where the board agrees to convene such extraordinary general meeting, a notice to convene such general meeting shall be issued within five days after the passing of the relevant resolution by the board, provided that any changes to the original proposal shall be subject to the consent being obtained from the board of supervisors.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><u>Where the board disagrees to convene such extraordinary general meeting, or where the board fails to provide any response within ten days after receiving such proposal, it shall be deemed that the board has not been able to perform or it does not perform its duty to convene such general meeting, and the board of supervisors may by itself convene and preside over such meeting.</u></p>
89	<p><b>Article 63</b> Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <p>(1) Shareholder(s) individually or collectively holding 10% or more of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders' meeting. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders' meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</p> <p>(2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, the requesting shareholder(s) may request the Board of Supervisors to convene the extraordinary general meeting or class shareholders' meeting.</p>	<p><del><b>Article 63</b></del> <b>Article 49</b> Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <p><del>(1) Shareholder(s) individually or collectively holding 10% or more of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders' meeting. Shareholders separately or aggregately holding 10% or more of the Company's shares have the right to propose to the board to convene an extraordinary general meeting byway of written request(s). The board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within 10 days upon receiving the above written request in accordance with the requirements of the laws, administrative regulations and the Articles of Association of the Company.</del> <u>Shareholders individually or collectively holding more than 10%</u></p>

Number	Content of Original Article	Content of Finalized Article
	<p>(3) Where the Board of Supervisors fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for more than 90 consecutive days, individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord within four months upon the Board having received such request. The convening procedures shall, to the extent possible, be identical to procedures according to which general meetings are to be convened by the Board.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</p>	<p><u>(including 10%) of the shares of the Company have the right to request the Board to convene an extraordinary general meeting, and shall submit the request to the Board in writing. The Board shall, in accordance with the provisions of laws, administrative regulations and the Company’s articles of association, provide written feedback on whether it agrees or disagrees with convening an extraordinary general meeting within ten days after receiving the said written request.</u></p> <p><u>If the board agrees to convene the extraordinary general meeting, notice convening the meeting shall be issued within five days after the board resolved to do so. If the board makes alterations to the original proposal in the notice, consent has to be obtained from the related shareholders.</u></p> <p><u>If the board of directors does not agree to convene the extraordinary general meeting or does not reply within ten days upon receiving the request, shareholders separately or aggregately holding 10% or more of the Company’s shares have the right to propose to the board of supervisors to convene an extraordinary general meeting by way of written request(s).</u></p> <p><u>If the board of supervisors agrees to convene the extraordinary general meeting, notice convening the extraordinary general meeting shall be issued within five days upon receiving the request. Should there be alterations to the original requests in the notice, consent has to be obtained from the related shareholders.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><u>If the board of supervisors does not issue notice of the extraordinary general meeting within the required period, it will be considered as not going to convene and preside over the extraordinary general meeting, and shareholders separately or aggregately holding 10% or more of the shares of the Company for ninety or more consecutive days have the right to convene and preside over the meeting on their own.</u></p> <p><del>(1) The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders' meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</del></p> <p><del>(2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, the requesting shareholder(s) may request the Board of Supervisors to convene the extraordinary general meeting or class shareholders' meeting.</del></p> <p><del>(3) Where the Board of Supervisors fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for more than 90 consecutive days, individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord within four months upon the Board having received such request. The convening procedures shall, to the extent possible, be identical to procedures according to which general meetings are to be convened by the Board.</del></p>

Number	Content of Original Article	Content of Finalized Article
		<p><del>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</del></p>
90	addition	<p><b>Article 50</b> <u>The board of supervisors or the shareholders that decide to hold a general meeting by itself or themselves must notify the Board thereof in writing, and file it with the stock exchange.</u></p> <p><u>The shareholders that convene the general meeting shall hold at least 10% of the shares in the Company prior to the publish of the resolutions of such meeting.</u></p> <p><u>Upon issuing the notice of the general meeting and the resolutions of such meeting, the board of supervisors or the convening shareholder shall provide relevant supporting documents to the stock exchange.</u></p>
91	addition	<p><b>Article 51</b> <u>If the board of supervisors or shareholders itself/themselves convene a general meeting, the Board and the secretary to the Board shall provide cooperation. The Board will provide the register of shareholders as of the date of record.</u></p>
92	addition	<p><b>Article 52</b> <u>The necessary expenses of the general meeting convened by the board of supervisors or the shareholders itself/themselves shall be borne by the Company.</u></p>

## Section 4 Proposals and Notices of General Meetings

Number	Content of Original Article	Content of Finalized Article
93	addition	<u><b>Article 53</b> The substance of the motion proposed shall fall within the functions and powers of the general meeting. It shall have a clear subject of discussion and a specific resolution, and shall be in compliance with laws, administrative regulations and the relevant requirements set forth in the Articles of Association.</u>
94	<b>Article 64</b> When the Company convenes a general meeting, shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall be entitled to propose a new motion in writing to the Company and submit the same to the convener 10 days before the date of general meeting. The convener of the general meeting shall issue a supplemental notice of shareholders' general meeting within 2 days after the receipt of such motion to notify other shareholders and include the matters within the scope of duty of shareholders' general meeting in the motion into the agenda of the meeting and submit it to the shareholders' meeting for consideration and approval.	<del><b>Article 64</b></del> <u><b>Article 54</b> When the Company convenes a general meeting, the board, the board of supervisors and shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall have the right to propose motions to the Company.</u>  <u>Shareholders individually or jointly holding 3% or more of the shares of the Company may shall be entitled to propose a new extempore motion in writing to the Company and submit the same to the convener 10 days before the date of general meeting. The convener of the general meeting shall issue a supplemental notice of shareholders' general meeting within 2 days after the receipt of such motion and make a public announcement of the contents of such extempore motion.</u>  <u>Unless in the circumstance hereinabove, the convener may not, after publishing the notice of the general meeting, make any change to the motions set forth in such notice or add any new motions.</u>

Number	Content of Original Article	Content of Finalized Article
		<p><u>Any proposal that is not stated on the notice of the general meeting or that is incompliant with Article 53 of the Articles of Association will not be considered or approved by the general meeting.</u></p> <p><del>to notify other shareholders and include the matters within the scope of duty of shareholders' general meeting in the motion into the agenda of the meeting and submit it to the shareholders' meeting for consideration and approval.</del></p>
95	<p><b>Article 65</b> A general meeting of the Company shall be convened by giving notice in writing 20 working days before the date of the meeting (excluding the date of the notice and the date of the meeting), informing all the registered shareholders of the matters to be considered at the meeting and the date and place of the meeting. An extraordinary general meeting shall be called by notice to shareholders 15 days or 10 working days (whichever is longer and excluding the date of the notice and the date of the meeting) before the meeting is called. For the purposes of this Article, the notice shall be given on the day on which it is put into the post office by the Company or by the share registrar appointed by the Company.</p>	<p><del><b>Article 65</b></del> <u><b>Article 55</b></u> <u>When the Company convenes a general meeting, the convener shall notify all shareholders in writing 21 days before the annual general meeting and 15 days before the extraordinary general meeting. When calculating the notice period, the date of the meeting shall be excluded. Where laws, regulations and securities regulatory authorities in the place where the Company's shares are listed have other provisions, such provisions shall prevail.</u> <del>A general meeting of the Company shall be convened by giving notice in writing 20 working days before the date of the meeting (excluding the date of the notice and the date of the meeting), informing all the registered shareholders of the matters to be considered at the meeting and the date and place of the meeting. An extraordinary general meeting shall be called by notice to shareholders 15 days or 10 working days (whichever is longer and excluding the date of the notice and the date of the meeting) before the meeting is called. For the purposes of this Article, the notice shall be given on the day on which it is put into the post office by the Company or by the share registrar appointed by the Company.</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council 15 days or 10 working days before the meeting (whichever is longer) (extraordinary general meeting) or 20 working days (annual general meeting). Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>Subject to complying with the requirements of laws, administrative regulations, departmental rules and the regulatory rules of the place where the Company's shares are listed and performing relevant procedures, the notice of a shareholders' general meeting served on the holders of overseas-listed foreign shares may be published through the designated websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p><del>Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</del></p> <p><del>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council 15 days or 10 working days before the meeting (whichever is longer) (extraordinary general meeting) or 20 working days (annual general meeting). Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</del></p> <p><del>Subject to complying with the requirements of laws, administrative regulations, departmental rules and the regulatory rules of the place where the Company's shares are listed and performing relevant procedures, the notice of a shareholders' general meeting served on the holders of overseas-listed foreign shares may be published through the designated websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</del></p>

Number	Content of Original Article	Content of Finalized Article
96	<b>Article 66</b> A general meeting shall not transact matters not stated in the notices mentioned in the Articles 64 and 65.	deletion
97	<p><b>Article 67</b> Notice of a shareholders' general meeting shall:</p> <p>(1) be in writing;</p> <p>(2) specify the time, place and date of the meeting;</p> <p>(3) set out the matters to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the conditions of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</p>	<p><del>Article 67</del><b>Article 56</b> Notice of a shareholders' general meeting shall <u>include the following:</u></p> <p>(1) be in writing;</p> <p>(2) specify the time, place and date of the meeting;</p> <p>(3) <u>matters and proposals to be considered at the meeting;</u></p> <p><del>(3) set out the matters to be considered at the meeting;</del></p> <p>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the conditions of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his/her behalf and that such proxy need not be a shareholder of the Company; and</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) <u>containing a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</u> <del>contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his/her behalf and that such proxy need not be a shareholder of the Company; and</del></p>

Number	Content of Original Article	Content of Finalized Article
		<p>(8) <u>share record date of shareholders who have the right to attend the general meeting;</u></p> <p>(9) <u>the contact person and telephone number for the meeting;</u></p> <p>(10) <u>voting time and voting procedure of voting via internet or by other ways;</u></p> <p>(11) <u>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><del>(8) specify the time and place for lodging proxy forms for the relevant meeting.</del></p>
98	addition	<p><b>Article 57</b> <u>In the event that the election of directors and supervisors is to be discussed at a general meeting, the notice of the general meeting shall fully disclose details of candidates for the directors and supervisors, and shall at least include the following particulars:</u></p> <p>(1) <u>their educational background, work experience, concurrent positions and other personal details;</u></p> <p>(2) <u>whether or not they have any related relationship with the Company or its controlling shareholder(s) and actual controller(s);</u></p> <p>(3) <u>number of shares of the Company they hold;</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p>(4) <u>whether or not they have been penalized by the China Securities Regulatory Commission and other relevant departments, and disciplined by the stock exchange.</u></p> <p><u>In addition to adopting the cumulative voting system to elect directors and supervisors, a single proposal on each of the candidates for directors and supervisors shall be submitted.</u></p>
99	addition	<p><u><b>Article 58</b> 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 make an announcement and explain the reasons at least two working days prior to the original scheduled date.</u></p>
100	<p><b>Article 68</b> The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	deletion

### Section 5 Convening Of Shareholders' General Meetings

Number	Content of Original Article	Content of Finalized Article
101	addition	<p><u><b>Article 59</b> The board of directors of the Company and other conveners will take necessary measures to ensure the normal order of a shareholders' general meeting. It/they will take measures to halt acts that disrupt the meeting or which seek to cause trouble or infringe upon the lawful rights and interests of shareholders, and promptly report the same to the relevant authorities to investigate and deal with the matter.</u></p>

Number	Content of Original Article	Content of Finalized Article
102	<p><b>Article 69</b> Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his/her proxy to attend and vote on his/her behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:</p> <ol style="list-style-type: none"> <li>(1) the shareholder's right to speak at the meeting;</li> <li>(2) the right to demand, whether on his/her own or together with others, a poll; and</li> <li>(3) the right to vote by show of hands or on a poll; however, where more than one proxy has been appointed by shareholders, the proxies may only vote on a poll.</li> </ol>	<p><del>Article 69</del> <b>Article 60</b> All ordinary shareholders (including preference shareholders with restored voting rights) whose names appear on the register of members of the Company on the record date or their proxies are entitled to attend the general meeting. They shall exercise their voting rights in accordance with the relevant laws, regulations and the Articles of Association.</p> <p><u>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf.</u></p> <p><u>The recognised clearing house ownership proxy or corporate representative as defined in the relevant ordinance enacted from time to time in Hong Kong shall have the same statutory rights as those enjoyed by other shareholders, including the right to speak and vote.</u></p> <p><del>Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his/her proxy to attend and vote on his/her behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:</del></p> <ol style="list-style-type: none"> <li><del>(1) the shareholder's right to speak at the meeting;</del></li> <li><del>(2) the right to demand, whether on his/her own or together with others, a poll; and</del></li> <li><del>(3) the right to vote by show of hands or on a poll; however, where more than one proxy has been appointed by shareholders, the proxies may only vote on a poll.</del></li> </ol>

Number	Content of Original Article	Content of Finalized Article
103	addition	<p><u><b>Article 61</b> Individual shareholders attending a shareholders' general meeting in person shall produce their identity cards or other valid proof or evidence of their identities and stock account cards, and in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.</u></p> <p><u>For a corporate shareholder, its legal representative or a proxy appointed by such legal representative shall attend a shareholders' general meeting. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and the letters of authorization issued by such legal representatives according to the laws.</u></p>
104	<p><b>Article 70</b> The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorized.</p>	<p><del><b>Article 70</b></del> <b>Article 62</b> The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorized.</p> <p><u>The power of attorney issued by shareholders to appoint proxies to attend a shareholders' general meeting shall clarify the following details:</u></p> <p>(1) <u>Name of proxies;</u></p> <p>(2) <u>Whether or not they have voting rights;</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p>(3) <u>Instructions to vote for, against, or abstain for each of the matters to be deliberated set forth in the agenda of the shareholders' general meeting ;</u></p> <p>(4) <u>Date of issuance and the valid term of the power of attorney;</u></p> <p>(5) <u>Signature (or seal) of the entrusting party. Where the entrusting party is a corporate shareholder, the seal of the corporate entity shall be affixed.</u></p> <p><u>The power of attorney shall state whether the proxy(ies) can vote according to his or her own will if the shareholder does not give specific instructions.</u></p>
105	<p><b>Article 71</b> The instrument appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p>	<p><del><b>Article 71</b></del> <b>Article 63</b> The instrument <del>appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote.</del> If such <del>power of attorney</del> instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the <del>power of attorney instrument appointing the voting proxy,</del> be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p>

Number	Content of Original Article	Content of Finalized Article
	<p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders' general meeting of the Company as the appointor's representative.</p> <p>Where such shareholder is a Recognized Clearing House (or its nominees) as defined by the relevant regulations enacted in Hong Kong from time to time, it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized, and the power of attorney shall be signed by the person authorized by the Recognized Clearing House. The person(s) so authorized will be entitled to attend meetings (without being required to present share certificate, notarized authorization and/or further evidence of duly authorization) to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>	<p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders' general meeting of the Company as the appointor's representative.</p> <p>Where such shareholder is a Recognized Clearing House (or its nominees) as defined by the relevant regulations enacted in Hong Kong from time to time, it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized, and the power of attorney shall be signed by the person authorized by the Recognized Clearing House. The person(s) so authorized will be entitled to attend meetings (without being required to present share certificate, notarized authorization and/or further evidence of duly authorization) to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>

Number	Content of Original Article	Content of Finalized Article
106	<p><b>Article 72</b> Any form issued to a shareholder by the Board of Directors of the Company for the purpose of appointing a proxy of shareholder shall be in such form which enables the shareholder, according to his/her free will, to instruct his/her proxy to vote in favor of or against the motions proposed and in respect of each individual matters to be voted on at the meeting. Such a form shall contain a statement that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.</p> <p>Save as provided above, the aforesaid proxy form shall also contain the following: number of shares represented by and name of the proxy; whether voting power is granted to the proxy; whether the proxy is entitled to vote for the temporary resolution proposed at any shareholders' general meeting; instruction of voting if voting power is granted; date of appointing a proxy and the effective period for such appointment. Where a shareholder appoints more than one proxy, he/she shall specify the number of shares represented by each proxy in the proxy form.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>Where the shareholders' general meeting is attended by proxy, he/she shall produce the identification proof and letter of authorization signed by the appointor or its legal representative which indicates the date of appointing. Where corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce the identification proof and the copy of the notarized certified resolutions of the Board of Directors or other authorities of the legal person appointing the said legal representative or other certified copy permitted by the Company (other than a Recognized Clearing House or its nominees).</p>	
107	addition	<p><b>Article 64</b> <u>The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of organizations), personal identification number, address, number of shares with voting rights held or represented, name of person being represented (or name of organizations), and other matters of the persons attending the meeting.</u></p>
108	<p><b>Article 73</b> Where the appointor has deceased, incapacitated to act, withdrawn the appointment or the power of attorney or where the relevant shares have been transferred prior to the voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
109	addition	<u><b>Article 65</b> The convener and the attorney retained by the Company shall verify the legal qualification of shareholders according to the register of shareholders provided by the securities registrations and clearing organizations, and register the names of the shareholders and the numbers of voting shares. The registration process shall end before the chairman of the meeting announces on site the number of shareholders and proxies that attend the meeting, and the number of their voting shares.</u>
110	<b>Article 83</b> Where a director, supervisor or senior management officer of a company is required to attend a shareholders' meeting or a general meeting as a non-voting participant, the director, supervisor or senior management officer shall do so and accept the inquiries from shareholders.	<del><b>Article 83</b></del> <u><b>Article 66</b> Where a director, supervisor or senior management officer of a company is required to attend a shareholders' meeting or a general meeting as a non-voting participant, the director, supervisor or senior management officer shall do so and accept the inquiries from shareholders. All directors and supervisors and the secretary to the Board of Directors shall attend the shareholders' general meeting, whereas the chief executive officer and other senior management shall be present at the meeting.</u>

Number	Content of Original Article	Content of Finalized Article
111	<p><b>Article 74</b> A shareholders' general meeting shall be convened by the Board of Directors and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p> <p>If the Board of Directors is unable to or fails to perform its duty of convening the general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner. A shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p>	<p><del>Article 74</del> <b>Article 67</b> A shareholders' general meeting shall be convened by the Board of Directors and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, <u>a director elected by more than half of all of the directors shall preside over the meeting.</u> <del>the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</del></p> <p><del>If the Board of Directors is unable to or fails to perform its duty of convening the general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner. A shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</del></p> <p>A shareholders' general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p>

Number	Content of Original Article	Content of Finalized Article
	<p>When a shareholders' general meeting is held and the chairman violates the rules of procedure which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the shareholders' general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>	<p>When a shareholders' general meeting is held and the chairman violates the rules of procedure which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the shareholders' general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. <del>If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</del></p>
112	addition	<p><b>Article 68</b> <u>The Company shall formulate the rules of procedure for the general meeting to provide details on the convening and voting procedures, including notification, registration, consideration of proposals, voting, vote counting, the announcement of the voting results, the adoption of resolutions, the minutes, and the signing and publication, as well as the principles for the authorization of the Board by the general meeting (where the contents of authorization shall be explicit and specific). The rules of procedure for the general meeting, as an Annex to the Articles of Association, shall be drafted by the Board and adopted by the general meeting.</u></p>
113	addition	<p><b>Article 69</b> <u>At the annual general meeting, the Board and the Supervisory Committee shall report on their work over the past year to the shareholders' general meeting. Each independent non-executive director shall also report their duties accordingly.</u></p>

Number	Content of Original Article	Content of Finalized Article
114	<p><b>Article 83</b> Where a director, supervisor or senior management officer of a company is required to attend a shareholders' meeting or a general meeting as a non-voting participant, the director, supervisor or senior management officer shall do so and accept the inquiries from shareholders.</p> <p>The directors and senior management officers shall truthfully provide relevant information and materials to the board of supervisors or, in the absence thereof in a limited liability company, to the supervisors, and shall not hinder the board of supervisors or the supervisors from exercising their powers.</p>	<p><del>Article 83</del> <b>Article 70</b> Where a director, supervisor or senior management officer of a company is required to attend a shareholders' meeting or a general meeting as a non-voting participant, the director, supervisor or senior management officer shall do so and accept the inquiries from shareholders.</p> <p>The directors and senior management officers shall truthfully provide relevant information and materials to the board of supervisors or, in the absence thereof in a limited liability company, to the supervisors, and shall not hinder the board of supervisors or the supervisors from exercising their powers. <u>The directors, supervisors and senior management shall make explanation and interpretation on the inquiry and suggestions of the shareholders at the shareholders' general meeting.</u></p>
115	addition	<p><b>Article 71</b> <u>The chairman of the meeting shall, before voting begins, announce the number of attending shareholders and proxies and the total number of their voting shares according to the register of the meeting.</u></p>
116	addition	<p><b>Article 72</b> <u>Minutes of a shareholders' general meeting shall be kept by the secretary to the Board. The minutes of the meeting shall specify:</u></p> <p>(1) <u>time, venue and agenda of the meeting, and the name or title of the convener;</u></p> <p>(2) <u>the names of the presider of the meeting, and the directors, supervisors, managers and other senior management members attending or present at the meeting;</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p>(3) <u>the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company; which shall separately state the voting status of holders of domestic share (including shareholders' proxy) and holders of foreign share (including shareholders' proxy) who attended the shareholders' meeting;</u></p> <p>(4) <u>the consideration process, summaries of speeches and voting result for each proposal; which shall separately state the voting status of holders of domestic share (including shareholders' proxy) and holders of foreign share (including shareholders' proxy) who attended the shareholders' meeting;</u></p> <p>(5) <u>inquiries or suggestions of the shareholders, and the corresponding responses or explanations;</u></p> <p>(6) <u>the names of the counting officer, monitoring officer and lawyers;</u></p> <p>(7) <u>the number of shares with voting rights held by the holders of domestic shares (including the shareholder proxy) and holders of foreign shares (including the shareholder proxy) attending the meeting, and their respective proportions in the total number of shares of the Company;</u></p> <p>(8) <u>other contents that shall be recorded in the minutes of the meeting in accordance with the Articles of Association.</u></p>

Number	Content of Original Article	Content of Finalized Article
117	addition	<p><b>Article 73</b> <u>The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending directors, supervisors, secretary to the Board, convener or representative thereof, and presider of the meeting shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network and by other means shall be kept for at least 10 years.</u></p>
118	addition	<p><b>Article 74</b> <u>A convener shall ensure that a shareholders' general meeting shall be held continuously until a final resolution is formed. In the event that a shareholders' general meeting is suspended or no resolutions can be made thereat due to special circumstances such as force majeure, the convener shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. At the same time, the convener shall report to the relevant securities regulatory authorities</u></p>

## Section 6 Voting and Resolutions at Shareholders' General Meetings

Number	Content of Original Article	Content of Finalized Article
119	<p><b>Article 75</b> Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, more than one-half of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p> <p>To adopt a special resolution, two-thirds or more of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p> <p>A shareholder (including his/her proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting or cast abstention vote. If a shareholder or his/her proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his/her proxy shall not be counted in the voting results of the Company.</p>	<p><b>Article 75</b> Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, more than one-half of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p> <p>To adopt a special resolution, two-thirds or more of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.</p> <p><del>A shareholder (including his/her proxy) attending the meeting shall vote in favor of or against each resolution relating to every matter which has been put to vote at the relevant meeting or cast abstention vote. If a shareholder or his/her proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his/her proxy shall not be counted in the voting results of the Company.</del></p>

Number	Content of Original Article	Content of Finalized Article
120	<p><b>Article 81</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) work reports of the Board of Directors and the Board of Supervisors;</li> <li>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</li> <li>(3) appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;</li> <li>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</li> <li>(5) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</li> </ol>	<p><del>Article 81</del> <b>Article 76</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) work reports of the Board of Directors and the Board of Supervisors;</li> <li>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</li> <li>(3) appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;</li> <li>(4) the Company's annual financial budgets and final accounts, <del>balance sheets, income statements and other financial statements;</del></li> <li>(5) <u>the Company's annual report;</u></li> <li>(6) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</li> </ol>

Number	Content of Original Article	Content of Finalized Article
121	<p><b>Article 82</b> The following matters shall be resolved by special resolutions at a shareholders' general meeting:</p> <p>(1) increase in or reduction of the Company's share capital, and issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of corporate debentures of the Company;</p> <p>(3) demerger, merger, dissolution and liquidation of the Company;</p> <p>(4) change of corporate form of the Company;</p> <p>(5) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6) amendments to the Articles of Association;</p> <p>(7) any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution;</p> <p>(8) other matters required by the Hong Kong Stock Exchange Listing Rules to be adopted by special resolution.</p>	<p><del>Article 82</del> <b>Article 77</b> The following matters shall be resolved by special resolutions at a shareholders' general meeting:</p> <p>(1) increase in or reduction of the Company's share capital, <del>and issue of shares of any class, warrants and other similar securities;</del></p> <p><del>(2) issue of corporate debentures of the Company;</del></p> <p><del>(3)</del><u>(2)</u> demerger, merger, dissolution and liquidation of the Company;</p> <p><del>(4) change of corporate form of the Company;</del></p> <p><del>(5)</del><u>(3)</u> the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p><del>(6)</del><u>(4)</u> amendments to the Articles of Association;</p> <p><u>(5) equity incentive plan;</u></p> <p><del>(7)</del><u>(6)</u> any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution;</p>

Number	Content of Original Article	Content of Finalized Article
		<p><del>(6)(7)</del> <u>Other matters that need to be passed by special resolutions as required by the listing rules of the securities regulatory authority in the place where the company's shares are listed.</u></p> <p><del>(8)</del> <u>other matters required by the Hong Kong Stock Exchange Listing Rules to be adopted by special resolution.</u></p> <p><u>In addition to the approval of more than two-thirds of the voting rights held by ordinary shareholders (including preference shareholders with restored voting rights, including their proxies) present at the meeting, special resolutions shall be adopted by more than two-thirds of the voting rights held by preference shareholders (excluding preference shareholders with restored voting rights, including their proxies) present at the meeting in respect of the following matters:</u></p> <p><u>(1) amendments to the Articles of Association in relation to preference shares;</u></p> <p><u>(2) to reduce the registered capital of the Company by more than ten percent on a one-off or cumulative basis;</u></p> <p><u>(3) merger, division, dissolution or change of corporate form of the Company;</u></p> <p><u>(4) issuance of preference shares;</u></p> <p><u>(5) other circumstances specified in the Articles of Association.</u></p>

Number	Content of Original Article	Content of Finalized Article
122	<p><b>Article 76</b> Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one votes upon voting at the shareholders' general meeting. However, shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>Where any shareholder is, under the applicable laws and regulations and the Hong Kong Stock Exchange Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.</p>	<p><del>Article 76</del> <b>Article 78</b> Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one votes upon voting at the shareholders' general meeting. <del>However,</del> Shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p><u>When considering the material matters affecting the interests of minority investors at the general meeting, the votes by minority shareholders shall be counted separately, the result of which shall be publicly disclosed in a timely manner.</u></p> <p><u>If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' general meeting.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><u>The Board of Directors, independent directors, shareholders holding more than 1% of voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly collect voting rights from the Company's shareholders, and when soliciting voting rights from shareholders, the detailed information such as specific voting intentions shall be fully disclosed to shareholders. It is prohibited to solicit voting rights from shareholders by offering consideration or consideration in disguised form. Apart from statutory conditions, the Company shall not impose any limit on the minimum shareholding in respect of the soliciting voting rights.</u></p> <p>Where any shareholder is, under the applicable laws and regulations and the <del>Hong Kong Stock Exchange Listing Rules</del> <u>rules of the stock exchange where the Company's shares are listed</u>, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.</p>

Number	Content of Original Article	Content of Finalized Article
123	addition	<u><b>Article 79</b> When a connected transaction is considered at a general meeting, connected shareholders shall not vote, and the voting shares held by them shall not be counted in the total number of shares with voting rights. The announcement of the resolutions of the general meeting shall fully disclose the voting of non-connected shareholders.</u>
124	<b>Article 61</b> The Company shall not, without the prior approval of the shareholders' general meeting, enter into any contract with any party (other than the directors, supervisors, general managers and other senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.	<del><b>Article 61</b></del> <u><b>Article 80</b> Unless the Company is in a crisis or under any other exceptional circumstance, the</u> Company shall not, without the <del>prior</del> approval of the shareholders' general meeting <u>by special resolution</u> , enter into any contract with any party (other than the directors, supervisors, general managers and other senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.

Number	Content of Original Article	Content of Finalized Article
125	addition	<p><u><b>Article 81</b> List of director or supervisor candidates shall be submitted by way of proposal at shareholders' general meetings.</u></p> <p><u>When voting in respect of the election of directors and supervisors at the shareholders' general meeting is conducted, a cumulative voting system shall be implemented in accordance with the Articles of Association or resolutions at shareholders' general meeting.</u></p> <p><u>The cumulative voting system mentioned in the previous paragraph refers to: in electing directors or supervisors at the shareholders' general meeting, the voting right(s) carried by each share shall be the same as the number of directors or supervisors to be elected. The voting right(s) of the shareholders can be exercised on a concentration basis. The Board of Directors shall announce the brief biographies and basic information of the candidates for directors and supervisors to the shareholders.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><u>The implementation rules for the cumulative voting system are as follows:</u></p> <p>(1) <u>where a cumulative voting system is used to elect directors and supervisors, candidates for independent non-executive directors, non-independent non-executive directors and supervisors shall be divided into different proposal groups for voting at the general meeting;</u></p> <p>(2) <u>Shareholders attending the general meeting shall have the same number of votes as the number of directors or supervisors to be elected under each proposal group for each share held in the proposal subject to the cumulative voting system;</u></p> <p>(3) <u>The number of votes held by shareholders can be cumulatively cast for one candidate or several candidates. Shareholders should vote within the number of votes for each proposal group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such resolution shall be deemed invalid;</u></p> <p>(4) <u>Upon completion of voting, the votes will be counted cumulatively in respect of each resolution.</u></p>

Number	Content of Original Article	Content of Finalized Article
126	addition	<u><b>Article 82</b> Save and except for those under the cumulative voting system, the general meeting shall vote on all motions item by item, and shall vote on the motions in temporal sequence as they are raised when different motions are put forward for a single matter. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no motion shall be set aside or rejected from being voted on at the general meeting.</u>
127	addition	<u><b>Article 83</b> When a motion is put forward for discussion at the general meeting, no modification of the motion shall be made, or the relevant change shall be deemed as a new motion which may not be voted at the meeting.</u>
128	addition	<u><b>Article 84</b> The voting right of the same shares shall be exercised only either by on-site voting, online voting or other means of voting. In case of repeat voting by the same shares, only the first vote is valid.</u>
129	addition	<u><b>Article 85</b> Any vote of shareholders at general meetings must be taken by poll except where the chairman of the general meeting, 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. Voting at the general meeting shall record the names of the voters.</u>

Number	Content of Original Article	Content of Finalized Article
130	addition	<p><u><b>Article 86</b> Before the relevant proposal is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the voting. Any shareholder who has related relationship with the matter under consideration and his/her proxy shall not take part in counting and scrutinizing the voting.</u></p> <p><u>There shall be lawyers, representatives of shareholders and representatives of supervisors to count and scrutinize the voting jointly when proposals are voted on at a general meeting. The results shall be declared at the meeting and recorded in the minutes of the meeting.</u></p> <p><u>Shareholders or their proxies, who have cast their votes by internet or other methods, shall have the right to verify their voting results in the corresponding voting system.</u></p> <p><u>If laws, regulations, other normative documents, and regulatory rules of the place where the Company's stocks are listed have other provisions on vote taking and scrutinizing methods, those provisions shall prevail.</u></p>

Number	Content of Original Article	Content of Finalized Article
131	addition	<p><u><b>Article 87</b> The conclusion of a general meeting onsite shall not be earlier than internet or other access to the meeting. The chairperson of the meeting shall announce the voting and the results of each proposal and shall, on the basis of the voting result, announce whether the proposal is approved or not.</u></p> <p><u>The companies, counting officers, scrutinizers, major shareholders, internet service provider and all relevant parties in relation to voting on site, by internet and other voting methods, shall keep confidential of the voting results prior to the official announcement of voting results.</u></p>
132	addition	<p><u><b>Article 88</b> Shareholders attending the shareholders' general meetings shall express one of the following opinions on the proposals submitted for voting: for, against or abstain, except that the securities registration and clearing institution, as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the actual holders.</u></p> <p><u>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by them shall be counted as "abstain".</u></p> <p><u>If the regulatory rules of the place where the Company's shares are listed require any shareholder to abstain the right to vote on a certain resolution, or restrict any shareholder to only vote for (or against) a certain resolution, if there is any violation of the relevant regulations or restrictions, any vote cast by the shareholder or his representative shall not be counted.</u></p>

Number	Content of Original Article	Content of Finalized Article
133	<b>Article 86</b> If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.	<del>Article 86</del> <b>Article 89</b> If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.
134	addition	<b>Article 90</b> <u>The resolutions of the shareholders' general meeting shall be announced promptly. Such announcement shall specify the number of shareholders present in person or by proxy at the meeting, the total number of voting shares held or represented by them, the percentage of such voting shares in relation to all the voting shares of the Company, the voting methods, the voting result of each proposal, and details of each resolution that is passed at the meeting.</u>
135	addition	<b>Article 91</b> <u>Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.</u>
136	addition	<b>Article 92</b> <u>If the proposal on election of directors and supervisors is passed at the general meeting, the terms of office of newly appointed directors or supervisors shall commence upon the passing of the election proposal at the general meeting.</u>

Number	Content of Original Article	Content of Finalized Article
137	addition	<u>Article 93</u> Where a proposal in relation to the payment of cash dividends, stock dividend or the conversion of capital common reserve to share capital has been passed at a general meeting, the Company shall implement the specific plans within two months after the conclusion of the general meeting.
138	<p><b>Article 77</b> At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is demanded by the following persons before or after a vote is carried out by a show of hands:</p> <ol style="list-style-type: none"> <li>(1) the chairman of the meeting;</li> <li>(2) at least two shareholders present in person or by proxy entitled to vote; and</li> <li>(3) one or more shareholders present in person or by proxy and representing 10% or more shares carrying the right to vote at the meeting individually or jointly.</li> </ol> <p>Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
139	<b>Article 78</b> A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution of that meeting.	deletion
140	<b>Article 79</b> On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes needs not cast all his/her votes in the same way.	deletion
141	<b>Article 80</b> In the case of an equality of votes, the chairman of the meeting shall have a casting vote.	deletion
142	<p><b>Article 81</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;</p> <p>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p>	Adjust position to Article 76

Number	Content of Original Article	Content of Finalized Article
	(5) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.	
143	<p><b>Article 82</b> The following matters shall be resolved by special resolutions at a shareholders' general meeting:</p> <p>(1) increase in or reduction of the Company's share capital, and issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of corporate debentures of the Company;</p> <p>(3) demerger, merger, dissolution and liquidation of the Company;</p> <p>(4) change of corporate form of the Company;</p> <p>(5) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6) amendments to the Articles of Association;</p> <p>(7) any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution;</p> <p>(8) other matters required by the Hong Kong Stock Exchange Listing Rules to be adopted by special resolution.</p>	Adjust position to Article 77

Number	Content of Original Article	Content of Finalized Article
144	<p><b>Article 83</b> Where a director, supervisor or senior management officer of a company is required to attend a shareholders' meeting or a general meeting as a non-voting participant, the director, supervisor or senior management officer shall do so and accept the inquiries from shareholders.</p> <p>The directors and senior management officers shall truthfully provide relevant information and materials to the board of supervisors or, in the absence thereof in a limited liability company, to the supervisors, and shall not hinder the board of supervisors or the supervisors from exercising their powers.</p>	<p><del>Article 83</del> <b>Article 94</b> Where a director, supervisor or senior management officer of a company is required to attend a shareholders' meeting or a general meeting as a non-voting participant, the director, supervisor or senior management officer shall do so and accept the inquiries from shareholders.</p> <p>The directors and senior management officers shall truthfully provide relevant information and materials to the board of supervisors or, in the absence thereof in a limited liability company, to the supervisors, and shall not hinder the board of supervisors or the supervisors from exercising their powers.</p>
145	<p><b>Article 84</b> The chairman of the meeting shall determine whether a resolution at a shareholders' general meeting is passed based on the voting result. His/her decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>	deletion
146	<p><b>Article 85</b> At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:</p> <p>(1) shareholders individually or collectively holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company should be delivered to the Company at least 7 days before the convening of the shareholders' general meeting.</p>	<p><del>Article 85</del> <b>Article 95</b> At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:</p> <p>(1) shareholders individually or collectively holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. <del>The aforesaid proposal put forward by shareholders to the Company should be delivered to the Company at least 7 days before the convening of the shareholders' general meeting.</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>(2) within the number of members as specified by the Articles of Association and based on the number of proposed candidates for election, directors and supervisors may propose a list of recommended candidates for directors and supervisors, which shall be submitted to the Board of Directors and Board of Supervisors for approval. After the list of candidates for directors and supervisors is determined based on the examination by the Board of Directors and Board of Supervisors and the adoption of a resolution, it should be proposed in writing at a general meeting.</p> <p>(3) the written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and no later than 7 days prior to the shareholders' general meeting). The Board of Directors and the Board of Supervisors shall provide shareholders with biographical details and basic information on the candidates for directors and supervisors.</p>	<p>(2) within the number of members as specified by the Articles of Association and based on the number of proposed candidates for election, directors and supervisors may propose a list of recommended candidates for directors and supervisors, which shall be submitted to the Board of Directors and Board of Supervisors for approval. After the list of candidates for directors and supervisors is determined based on the examination by the Board of Directors and Board of Supervisors and the adoption of a resolution, it should be proposed in writing at a general meeting.</p> <p><del>(3) the written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders' general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and no later than 7 days prior to the shareholders' general meeting). The Board of Directors and the Board of Supervisors shall provide shareholders with biographical details and basic information on the candidates for directors and supervisors.</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>(4) the period given by the Company to nominate a candidate for election as a director or a supervisor and nominees for providing the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting).</p> <p>(5) in the shareholders' general meeting, voting for each candidate for a director and supervisor shall be taken separately.</p> <p>(6) in the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and the Board of Supervisors shall put forward a proposal to the general meeting for such election or replacement.</p>	<p><del>(4) the period given by the Company to nominate a candidate for election as a director or a supervisor and nominees for providing the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders' general meeting).</del></p> <p><del>(5)</del>(4) in the shareholders' general meeting, voting for each candidate for a director and supervisor shall be taken separately.</p> <p><del>(6)</del>(5) in the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and the Board of Supervisors shall put forward a proposal to the general meeting for such election or replacement.</p>
147	<p><b>Article 86</b> If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.</p>	Adjust position to Article 89

Number	Content of Original Article	Content of Finalized Article
148	<p><b>Article 87</b> If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance lists of shareholders and proxy forms shall be kept at the address of the Company.</p>	deletion
149	<p><b>Article 88</b> Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall provide a copy to him/her following the verification of his/her identity and receipt of reasonable charges.</p>	deletion

**Chapter 9 Special Procedures for Voting by Class Shareholders**

Number	Content of Original Article	Content of Finalized Article
150	<p><b>Article 89</b> Shareholders holding different classes of shares are referred to as class shareholders.</p> <p>A class shareholder shall, in accordance with the laws, administrative regulations and the Articles of Association, enjoy rights and assume obligations.</p> <p>Save for shareholders of other classes, holders of domestic shares and holders of overseas- listed foreign shares are deemed to be different classes of shareholders. Where the capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
151	<p><b>Article 90</b> Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting and by the affected class shareholders at a separate shareholders' meeting convened in accordance with Articles 93 to 96 of the Articles of Association.</p> <p>No approval by a shareholders' general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company's shares are listed, and those resulting from decisions made by domestic and foreign regulatory authorities.</p> <p>With the approval of the securities regulatory authority of the State Council and the consent of the Hong Kong Stock Exchange, the transfer by the Company's holders of domestic shares of the shares held thereby to overseas investors for listing and trading overseas, shall not be deemed as the Company's intention to vary or abrogate the rights of class shareholders.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
152	<p><b>Article 91</b> The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:</p> <p>(1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting right or right to dividends or other privileges equal or superior to the shares of such class;</p> <p>(2) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(3) to remove or reduce the rights in respect of accrued or cumulative dividends attached to shares of such class;</p> <p>(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</p> <p>(5) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive right or rights to acquire securities of the Company attached to shares of such class;</p> <p>(6) to remove or reduce rights to receive payables from the Company in a particular currency attached to shares of such class;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(7) to create a new class of shares with voting right, right to dividends or other privileges equal or superior to those of the shares of such class;</p> <p>(8) to restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;</p> <p>(9) to grant the right to subscribe for, or convert into, shares of such or another class;</p> <p>(10) to increase the rights or privileges of shares of another class;</p> <p>(11) to restructure the Company where the proposed restructuring scheme will result in the holders of different classes of shares bearing a disproportionate burden of obligations of such restructuring; and</p> <p>(12) to vary or abrogate any provision of this Chapter.</p>	

Number	Content of Original Article	Content of Finalized Article
153	<p><b>Article 92</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning Items (2) to (8), (11) and (12) of Article 91 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is:</p> <ol style="list-style-type: none"> <li>(1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on the Hong Kong Stock Exchange under Article 27 of the Articles of Association, a “controlling shareholder” within the meaning of Article 57 of the Articles of Association;</li> <li>(2) in the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 27 of the Articles of Association, a shareholder who is related to the agreement;</li> <li>(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on other shareholders of that class or who has an interest different from those of other shareholders of that class.</li> </ol>	deletion

Number	Content of Original Article	Content of Finalized Article
154	<p><b>Article 93</b> Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to Article 92 of the Articles of Association.</p>	deletion
155	<p><b>Article 94</b> When convening a class meeting, the Company shall issue a written notice 15 days or 10 working days (whichever is longer and excluding the date of the notice and the date of the meeting) in advance of the meeting to notify all the shareholders whose names appear on the register of shareholders of such class of those matters to be discussed at the meeting and of the date and location of the meeting.</p> <p>If the listing rules of the stock exchange(s) on which the Company's shares are listed have specific provisions, such provisions shall be complied with.</p>	deletion
156	<p><b>Article 95</b> If a class meeting is convened by serving of notice, such notice needs to be delivered only to the shareholders entitled to vote thereat.</p> <p>A class meeting shall be conducted under procedures as similar as possible to a shareholders' general meeting. The provisions of the Articles of Associations which relate to the conduct of any general meetings of shareholders shall apply to any class meetings.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
157	<p><b>Article 96</b> Apart from holders of other classes of shares, the holders of the domestic shares and overseas-listed foreign shares shall be deemed to be shareholders of different classes. The voting by holders of different classes of shares is not applicable in the following situations:</p> <p>(1) where the Company issues, upon the approval by a special resolution of its shareholders in general meeting, domestic shares and overseas-listed foreign shares at an interval of 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 each of the issued and outstanding domestic shares and overseas-listed foreign shares;</p> <p>(2) where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council;</p> <p>(3) where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed and traded on an overseas stock exchange, upon the approval of the securities regulatory authority of the State Council.</p>	deletion

**Chapter 5 Board of Directors****Section 1 Directors**

Number	Content of Original Article	Content of Finalized Article
158	<p><b>Article 142</b> The following persons may not serve as a director, supervisor, the general manager or other senior management officer of the Company:</p> <p>(1) persons with no or limited civil capacity;</p> <p>(2) persons who have been sentenced to criminal punishments due to corruption, bribery, trespass of property, misappropriation of property or damaging the socialist economic order, and less than five years have lapsed since the punishments are fully executed, or persons who have been deprived of political rights due to any criminal offense, and less than five years have lapsed since the punishments are fully executed;</p> <p>(3) persons who have served as a director, factory manager or manager of a company or enterprise that is bankrupt and liquidated, and is personally liable for the bankruptcy of the company or enterprise, and less than three years have elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;</p> <p>(4) persons who have served as legal representatives of a company or enterprise that has its business license revoked and is ordered to close down due to violations of the law, and is personally liable for such punishment, and less than three years have elapsed since the date of revocation of the business license of the company or enterprise;</p>	<p><del>Article 142</del> <b>Article 96</b> <u>Directors of the Company shall be natural persons. The following persons</u> A person may not serve as a director, supervisor, the general manager or other senior management officer of the Company <u>in each of the following circumstances:</u></p> <p>(1) persons with no or limited civil capacity;</p> <p>(2) persons who have been sentenced to criminal punishments due to corruption, bribery, trespass of property, misappropriation of property or damaging the socialist economic order, and less than five years have lapsed since the punishments are fully executed, or persons who have been deprived of political rights due to any criminal offense, and less than five years have lapsed since the punishments are fully executed;</p> <p>(3) persons who have served as a director, factory manager or manager of a company or enterprise that is bankrupt and liquidated, and is personally liable for the bankruptcy of the company or enterprise, and less than three years have elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>(5) persons with a comparatively large amount of overdue debts;</p> <p>(6) persons who have committed criminal offences and are still under investigation by the judicial authority;</p> <p>(7) persons who were not allowed to be heads of enterprises as stipulated by laws and administrative regulations;</p> <p>(8) persons who are not natural persons;</p> <p>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</p> <p>(10) other persons stipulated by relevant laws and regulations of the place where the Company's shares are listed.</p>	<p>(4) persons who have served as legal representatives of a company or enterprise that has its business license revoked and is ordered to close down due to violations of the law, and is personally liable for such punishment, and less than three years have elapsed since the date of revocation of the business license of the company or enterprise;</p> <p>(5) persons with a comparatively large amount of overdue debts;</p> <p><del>(6) persons who have committed criminal offences and are still under investigation by the judicial authority;</del></p> <p><u>(6) persons who have been forbidden by the China Securities Regulatory Commission with a penalty to access the securities market and who are still in the period of penalty;</u></p> <p><del>(7) persons who were not allowed to be heads of enterprises as stipulated by other contents as stipulated by the laws and administrative regulations or authorities regulations.</del></p> <p><u>If an election or appointment of a Director is taken place in contravention of this Article, the said election, appointment or engagement shall be invalid. If a Director falls into any of the circumstances set forth in this Article during his term of office, the Company shall terminate his duties.</u></p> <p><del>(8) persons who are not natural persons;</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>If the Company elects or appoints any director or supervisor, or engages any senior management officer in violation of the provisions of this Article, the election, appointment or engagement shall be invalid. The Company shall remove a director, supervisor or senior management officer from his/her post if he/she falls under any of the circumstances described in this Article during the term of office.</p>	<p><del>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</del></p> <p><del>(10) other persons stipulated by relevant laws and regulations of the place where the Company's shares are listed.</del></p> <p>If the Company elects or appoints any director or supervisor, or engages any senior management officer in violation of the provisions of this Article, the election, appointment or engagement shall be invalid. The Company shall remove a director, supervisor or senior management officer from his/her post if he/she falls under any of the circumstances described in this Article during the term of office.</p>

Number	Content of Original Article	Content of Finalized Article
159	<p><b>Article 97</b> Directors shall be elected or replaced at the shareholders' general meetings to hold for a term of 3 years. Upon maturity of the term of office, a director shall be eligible to offer himself/herself for re-election and re-appointment but the Independent Directors should not hold office for more than 9 consecutive years except for the other requirements of relevant law, regulation and listing rules of stock exchange of the place where the share of the Company was listed.</p> <p>If not otherwise provided by law, regulations or the laws governing the rules of the place where the shares of the Company are listed, any Director whose term of office has not expired may be removed by an ordinary resolution of the shareholders in general meeting before the expiry of his/her term of office, subject to compliance with the provisions of the relevant laws and administrative regulations (provided that no claim by such Director for damages pursuant to any contract shall be affected thereby).</p> <p>The term of office of a director shall start from the date on which the said director assumes office to the expiry of the current term of the Board of Directors.</p>	<p><b>Article 97</b> Directors shall be elected or replaced at the shareholders' general meetings to hold for a term of 3 years. Upon maturity of the term of office, a director shall be eligible to offer himself/herself for re-election and re-appointment but the Independent Directors should not hold office for more than 9 consecutive years except for the other requirements of relevant law, regulation and listing rules of stock exchange of the place where the share of the Company was listed.</p> <p>If not otherwise provided by law, regulations or the laws governing the rules of the place where the shares of the Company are listed, any Director whose term of office has not expired may be removed by an ordinary resolution of the shareholders in general meeting before the expiry of his/her term of office, subject to compliance with the provisions of the relevant laws and administrative regulations (provided that no claim by such Director for damages pursuant to any contract shall be affected thereby).</p> <p>The term of office of a director shall start from the date on which the said director assumes office to the expiry of the current term of the Board of Directors. <u>A director whose term of office is to expire shall continue with his/her duties as a director before the newly elected director takes office, observing the applicable laws, administrative regulations, rules and regulations, and these Articles of Association.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><u>The manager or other executives can be appointed as a Director on a concurrent basis. Directors holding a concurrent post as manager or other executive and directors acted by representatives of employees shall account for less than 50% of the members of the Board.</u></p>
160	addition	<p><b>Article 98</b> <u>Directors shall observe laws, administrative regulations and the Articles of Association, and fulfill the following obligations of honesty to the Company:</u></p> <p>(1) <u>not to abuse their powers to accept bribes or other unlawful income, and not to misappropriate the Company's properties;</u></p> <p>(2) <u>not to misappropriate the Company's capital;</u></p> <p>(3) <u>not to deposit the Company's assets or capital into accounts under their own name or the name of other individuals;</u></p> <p>(4) <u>not to loan the Company's capital to others or provide guarantees in favor of others supported by the Company's properties in violation of the Articles of Association, without approval of the shareholders' general meeting or Board of Directors;</u></p> <p>(5) <u>not to enter into contracts or deal with the Company in violation of the Articles of Association or without approval of the shareholders' general meeting;</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p>(6) <u>not to use their position to procure business opportunities for themselves or others that should have otherwise been available to the Company or operate for their own benefits or manage on behalf of others businesses similar to that of the Company without approval of the shareholders' general meeting;</u></p> <p>(7) <u>not to accept and possess commissions for transactions with the Company;</u></p> <p>(8) <u>not to disclose any secret of the Company without permission;</u></p> <p>(9) <u>not to use their connected relations to damage the interests of the Company;</u></p> <p>(10) <u>any other obligations of honesty stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</u></p> <p><u>Earnings obtained by directors in violation of the provisions in this Article shall belong to the Company, and such directors shall be liable for compensation for any loss incurred to the Company.</u></p>

Number	Content of Original Article	Content of Finalized Article
161	addition	<p><u><b>Article 99</b> Directors shall observe laws, administrative regulations and the Articles of Association, and fulfill the following obligations of diligence to the Company:</u></p> <p>(1) <u>to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with national laws, administrative regulations and economic policies and are within the business scope specified in the business license;</u></p> <p>(2) <u>to treat all shareholders impartially;</u></p> <p>(3) <u>to keep informed of the business operations and management of the Company;</u></p> <p>(4) <u>to sign written confirmations of the regular reports issued by the Company and to ensure the information disclosed by the Company is true, accurate and complete;</u></p> <p>(5) <u>to honestly provide the Supervisory Committee with relevant information, and not to prevent the Supervisory Committee or supervisors from exercising their functions and powers;</u></p> <p>(6) <u>any other obligations of diligence stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</u></p>
162	<p><b>Article 100</b> If any director fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his/her duties, and the Board of Directors may propose to replace such director at the shareholders' general meeting.</p>	<p><b>Article 100</b> If any director fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his/her duties, and the Board of Directors shall propose to replace such director at the shareholders' general meeting.</p>

Number	Content of Original Article	Content of Finalized Article
163	<p><b>Article 98</b> A director may resign before expiration of his/her term of office. The directors who resign shall submit to the Board of Directors a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board of Directors.</p> <p>Where a new election is not held in a timely manner upon expiry of the term of office of a director, or where the number of the members of the Board of Directors is less than the quorum due to the resignation of one or more directors during their term of office, such former director(s) shall continue to perform the director's duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly-elected director(s) take office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his/her resignation report to the Board of Directors.</p> <p>Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company's shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy, the appointed director should be subject to election by shareholders at the first general meeting after the appointment.</p>	<p><del>Article 98</del> <b>Article 101</b> A director may resign before expiration of his/her term of office. The directors who resign shall submit to the Board of Directors a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board of Directors.</p> <p><del>Where a new election is not held in a timely manner upon expiry of the term of office of a director, or where</del>If the number of the members of the Board of Directors is less than the quorum due to the resignation of one or more directors <del>during their term of office</del>, such former director(s) shall continue to perform the director's duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly-elected director(s) take office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his/her resignation report to the Board of Directors.</p> <p>Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company's shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy, the appointed director should be subject to election by shareholders at the first general meeting after the appointment.</p>

Number	Content of Original Article	Content of Finalized Article
	<p>Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.</p> <p>The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his/her willingness to be elected may be given, will be at least 7 days.</p> <p>The period for lodgment of the aforesaid notice(s) shall commence no earlier than the date after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days before the date of such general meeting.</p>	<p>Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.</p> <p><del>The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his/her willingness to be elected may be given, will be at least 7 days.</del></p> <p><del>The period for lodgment of the aforesaid notice(s) shall commence no earlier than the date after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days before the date of such general meeting.</del></p>
164	<p><b>Article 99</b> A Director shall clear all transitional procedures with the Board of Directors on resignation or expiry of term and shall fulfil his/her fiduciary obligations against the Company and shareholders. The obligations shall not be dismissed after the expiry of term and remain effective within the reasonable period specified by the Articles of Association.</p>	<p><del>Article 99</del> <b>Article 102</b> A Director shall clear all transitional procedures with the Board of Directors on resignation or expiry of term and shall fulfil his/her fiduciary obligations against the Company and shareholders. The obligations shall not be dismissed after the expiry of term and remain effective within the reasonable period specified by the Articles of Association.</p>
165	<p><b>Article 100</b> If any director fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his/her duties, and the Board of Directors may propose to replace such director at the shareholders' general meeting.</p>	<p>The original Article 100 is adjusted as Article 100</p>

Number	Content of Original Article	Content of Finalized Article
166	<b>Article 103</b> No director shall act on behalf of the Company or the Board of Directors without the requirement of the Articles of Association or the lawful authorization of the Board of Directors. In the event that a director is acting in his/her own name, which may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his/her stance and identity in advance.	<b>Article 103</b> No director shall act on behalf of the Company or the Board of Directors without the requirement of the Articles of Association or the lawful authorization of the Board of Directors. In the event that a director is acting in his/her own name, which may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his/her stance and identity in advance.
167	addition	<b>Article 104</b> <u>Any director who violates any laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his duties in the Company and causes losses to the Company shall be liable for compensation for any loss.</u>
168	addition	<b>Article 105</b> <u>Independent directors shall act in accordance with the laws, administrative regulations, the relevant provisions of the listing rules of the place(s) where the shares of the Company are listed.</u>
169	<b>Article 101</b> The Company shall have independent directors. Except as otherwise provided in this section, the provisions relating to the qualifications and obligations of directors in Chapter 14 of the Articles of Association shall apply to independent directors. At least one independent director of the Company shall be an accounting professional. Independent directors shall carry out their duties honestly and faithfully, safeguard the Company's interest and in particular prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders.	<del><b>Article 101</b></del> <del><b>Article 106</b></del> The Company shall have independent directors. Except as otherwise provided in this section, the provisions relating to the qualifications and obligations of directors in Chapter 14 of the Articles of Association shall apply to independent directors. At least one independent director of the Company shall be an accounting professional. Independent directors shall carry out their duties honestly and faithfully, safeguard the Company's interest and in particular prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders. <u>The</u>

Number	Content of Original Article	Content of Finalized Article
		<p><u>Company shall have independent non-executive directors. Independent non-executive directors shall have the qualifications and independence required by laws and regulations and the Hong Kong Listing Rules. The Board of the Company shall consist of not less than one-third and not less than three independent non-executive directors, at least one of whom must have appropriate professional qualifications or accounting or related financial management expertise. If an independent non-executive director fails to meet the independence criteria or is not suitable for performing his duties as an independent non-executive director, resulting in the Company's number of independent non-executive directors failing to meet the requirements of these Articles of Association, the Company shall make up for the number of independent non-executive directors as required. At least one of the Company's independent non-executive Directors is ordinarily resident in Hong Kong.</u></p>
170	<p><b>Article 102</b> Any director who has withdrawn from his/her office without permission or who violates any laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his/her duties prior to the expiration of his/her term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss.</p>	deletion

## Section 2 Board of Directors

Number	Content of Original Article	Content of Finalized Article
171	<p><b>Article 104</b> The Company shall have a board of directors which shall consists of nine directors, the number of independent non-executive directors shall be no less than three and shall be one-third or more of the actual number of the board of directors.</p> <p>Independent non-executive directors may report to the shareholders' general meeting, the securities regulatory authorities of the State Council and other related departments directly.</p> <p>General manager and other senior management may also concurrently act as director, the number of general manager and other senior management who hold the offices of director shall not be more than half of the total number of directors of the Company.</p> <p>The board of directors shall have one chairman who shall be elected and removed by a majority of directors. The term of office of the chairman shall be three years, renewable upon re-election and re-appointment.</p> <p>Number of controlling shareholders' senior management who concurrently hold the offices of the chairman or the executive director of the Company shall not be more than two.</p> <p>Directors are not required to hold shares of the Company.</p>	<p><del>Article 104</del> <b>Article 107</b> The Company shall have a board of directors, <u>directly responsible to the shareholders' general meeting, which</u> <u>The board of directors</u> shall consists of nine directors, <u>including a chairman.</u>,<del>†</del>The number of independent non-executive directors shall be no less than three and shall be one-third or more of the actual number of the board of directors.</p> <p>Independent non-executive directors may report to the shareholders' general meeting, the securities regulatory authorities of the State Council and other related departments directly.</p> <p>General manager and other senior management may also concurrently act as director, the number of general manager and other senior management who hold the offices of director shall not be more than half of the total number of directors of the Company.</p> <p><del>The board of directors shall have one chairman who shall be elected and removed by a majority of directors. The term of office of the chairman shall be three years, renewable upon re-election and re-appointment.</del></p> <p>Number of controlling shareholders' senior management who concurrently hold the offices of the chairman or the executive director of the Company shall not be more than two.</p> <p>Directors are not required to hold shares of the Company.</p>

Number	Content of Original Article	Content of Finalized Article
172	<p><b>Article 105</b> The Board of Directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to convene the shareholders' general meeting, to propose at the shareholders' general meeting to pass the relevant matters and report its work to the shareholders' general meeting;</li> <li>(2) to implement the resolutions of the shareholders' general meetings;</li> <li>(3) to decide on the Company's business plans and investment plans;</li> <li>(4) to formulate the Company's annual financial budgets and final accounts;</li> <li>(5) to formulate the Company's profit distribution plan and plan for recovery of losses;</li> <li>(6) to formulate proposals for the increase or decrease of the registered capital of the Company, the issue of shares and corporate bonds or other securities, and the listing;</li> <li>(7) to formulate proposals for material asset acquisition or disposal, repurchase of the Company's shares, and merger, demerger, dissolution or change of corporate form of the Company;</li> <li>(8) to decide on the establishment of the Company's internal management structure;</li> </ol>	<p><del>Article 105</del> <b>Article 108</b> The Board of Directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to convene the shareholders' general meeting, to propose at the shareholders' general meeting to pass the relevant matters and report its work to the shareholders' general meeting;</li> <li>(2) to implement the resolutions of the shareholders' general meetings;</li> <li>(3) to decide on the Company's business plans and investment plans;</li> <li>(4) to formulate the Company's annual financial budgets and final accounts;</li> <li>(5) to formulate the Company's profit distribution plan and plan for recovery of losses;</li> <li>(6) to formulate proposals for the increase or decrease of the registered capital of the Company, the issue of shares and corporate bonds or other securities, and the listing;</li> <li>(7) to formulate proposals for material asset acquisition or disposal, repurchase of the Company's shares, and merger, demerger, dissolution or change of corporate form of the Company;</li> <li><del>(7)</del>(8) <u>Within the scope of authority of the shareholders' general meeting, deciding on such issues as foreign investment, purchase of assets on sale, mortgage of assets, external guarantees, financing agency, associated transactions, external donations of the Company, etc;</u></li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p>(9) to appoint or dismiss the Company's general manager and secretary of the Board of Directors, and to appoint or dismiss other senior management officers, such as the deputy general manager and the chief financial officer of the Company pursuant to the nominations of the general manager;</p> <p>(10) to decide on the matters relating to the remuneration of the aforesaid senior management officers;</p> <p>(11) to formulate the Company's basic management system;</p> <p>(12) to formulate proposals for amendment to the Articles of Association;</p> <p>(13) to review and approve guarantees, save for matters to be determined at shareholders' general meetings;</p> <p>(14) to decide on investment, acquisition or sale of assets, financing, connected transactions, etc. as specified in the Listing Rules of Hong Kong Stock Exchange;</p> <p>(15) to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p>(16) to exercise other functions and powers conferred by the laws and regulations, the Listing Rules of Hong Kong Stock Exchange, the Articles of Association or the shareholders' general meetings.</p>	<p><del>(8)</del>(9) to decide on the establishment of the Company's internal management structure;</p> <p><del>(9)</del>(10) to appoint or dismiss the Company's general manager, secretary of the Board of Directors, <u>and other senior management officers, and to decide on the matters relating to his/her remuneration, reward and punishment;</u> and to appoint or dismiss <del>other</del> senior management officers, such as the deputy general manager and the chief financial officer of the Company pursuant to the nominations of the general manager, <u>and to decide on the matters relating to his/her remuneration, reward and punishment;</u></p> <p><del>(10)</del> to decide on the matters relating to the remuneration of the aforesaid senior management officers;</p> <p>(11) to formulate the Company's basic management system;</p> <p><del>(12)</del> to formulate proposals for amendment to the Articles of Association;</p> <p><del>(13)</del> <u>to manage the disclosure of information by the Company;</u></p> <p><del>(14)</del> <u>to suggest the appointment or replacement of the accounting firm working for the Company to the shareholders' general meeting;</u></p> <p><del>(15)</del> <u>to receive reports from the general manager and reviewing his performance;</u></p> <p><del>(13)</del> to review and approve guarantees, save for matters to be determined at shareholders' general meetings;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>Except for the matters specified in Items (6), (7) and (12) or other listing rules which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of all directors.</p> <p>Resolutions in respect of connected transactions made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</p>	<p><del>(14) to decide on investment, acquisition or sale of assets, financing, connected transactions, etc. as specified in the Listing Rules of Hong Kong Stock Exchange;</del></p> <p><del>(15)(16)</del>to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p><del>(16)(17)</del>to exercise other functions and powers conferred by the laws, administrative regulations, department rules, securities regulatory rules of the place where the Company's shares are listed or these Articlesto exercise other functions and powers conferred by the laws and regulations, the Listing Rules of Hong Kong Stock Exchange, the Articles of Association or the shareholders' general meetings.</p> <p>Except for the matters specified in Items (6), (7) and (12) or other listing rules which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of all directors. <u>Matters beyond the scope of authorization of the shareholders' general meeting shall be submitted to the shareholders' general meeting for consideration.</u></p> <p>Resolutions in respect of connected transactions made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</p>

Number	Content of Original Article	Content of Finalized Article
173	addition	<p><b>Article 109</b> <u>The Board of the Company shall establish the Audit Committee, the Nomination Committee and the Remuneration Committee, and set up other special committees such as the Strategy Committee where necessary. The special committees shall be accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization of the Board. The proposals shall be submitted to the Board for consideration and approval. All members of the special committees shall be Directors. Independent Directors shall be the majority and act as the convener of the Audit Committee, the Nomination Committee and the Remuneration Committee. The convener of the Audit Committee shall be an accounting professional. The Board is responsible for formulating the working procedures of the special committees and regulating the operation of the special committees. The Audit Committee shall consist of at least three members, all of whom shall be non-executive directors, one of whom shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise in compliance with the relevant requirements of the Hong Kong Listing Rules. The majority of the members of the Audit Committee shall be independent non-executive Directors and the chairman of the Audit Committee shall be an independent non-executive Director. The majority of the members of the Nomination Committee shall be independent non-executive Directors and the chairman shall be an independent non-executive Director. The majority of the members of the Remuneration Committee shall be independent non-executive Directors and the chairman of the Remuneration Committee shall be an independent non-executive Director.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<u>Where laws, regulations and securities regulatory authorities in the place where the Company's shares are listed have other provisions, such provisions shall prevail.</u>
174	addition	<b>Article 110</b> <u>The board of directors shall submit a statement to the shareholders' general meeting regarding the non-standard audit opinion on the Company's financial report issued by the certified public accountants.</u>
175	addition	<b>Article 111</b> <u>The board of directors shall be responsible for the formulation of rules of procedure of the Board to ensure that the resolutions passed at the shareholders' general meeting are put into practice, to ensure a more productive operation of the board of directors, and to ensure that a scientific decision-making procedure is in place</u>
176	addition	<b>Articles 112</b> <u>The Board shall determine the scope of external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc., and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals engaged for this purpose and proposed to the shareholders' general meeting for approval.</u>

Number	Content of Original Article	Content of Finalized Article
177	<p><b>Article 106</b> The Board of Directors shall not, without the approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the fixed assets of the Company proposed to be disposed of and where any fixed assets of the Company have been disposed of in the period of four months preceding the proposed disposition, the amount or value of the consideration for any such disposition, exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet tabled before the shareholders in a general meeting.</p> <p>The disposal of fixed assets referred to in this Article shall include the act of transferring certain rights and interests of assets, but excluding the act of providing guarantee with fixed assets.</p> <p>The validity of a transaction for the disposition of fixed assets by the Company shall not be affected by a breach of paragraph one of this Article.</p>	deletion
178	<p><b>Article 104</b> The board of directors shall have one chairman who shall be elected and removed by a majority of directors. The term of office of the chairman shall be three years, renewable upon re-election and re-appointment.</p>	<p><del>Article 104</del> <b>Article 113</b> <del>The board of directors shall have one chairman who</del> <u>The chairman</u> shall be elected and removed by a majority of directors. The term of office of the chairman shall be three years, renewable upon re-election and re-appointment.</p>

Number	Content of Original Article	Content of Finalized Article
179	<p><b>Article 107</b> The chairman of the Board of Directors is entitled to the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over shareholders' general meetings and to convene and preside over the board meetings;</li> <li>(2) to supervise and check on the implementation of resolutions passed at the meeting of the Board of Directors;</li> <li>(3) to sign share certificates, bonds and other marketable securities of the Company;</li> <li>(4) to sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company and to exercise the authorities of legal representatives;</li> <li>(5) to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board of Directors after such event occurs, in the event of force majeure or an emergency in which it is impossible to convene a board meeting;</li> <li>(6) to define the systems necessary for the operation of the Board of Directors, and coordinate its operation;</li> </ol>	<p><del>Article 107</del><b>Article 114</b> The chairman of the Board of Directors is entitled to the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to preside over shareholders' general meetings and to convene and preside over the board meetings;</li> <li>(2) to supervise and check on the implementation of resolutions passed at the meeting of the Board of Directors;</li> <li>(3) to sign share certificates, bonds and other marketable securities of the Company;</li> <li>(4) to sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company and to exercise the authorities of legal representatives;</li> <li>(5) to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board of Directors after such event occurs, in the event of force majeure or an emergency in which it is impossible to convene a board meeting;</li> <li>(6) to define the systems necessary for the operation of the Board of Directors, and coordinate its operation;</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p>(7) to hear regular and non-regular performance reports from the Company's senior management officers, and to provide the Board of Directors with steering comments on the implementation of board resolutions;</p> <p>(8) to nominate a candidate for the general manager and the secretary to the Board of Directors of the Company;</p> <p>(9) to propose the convening of an extraordinary meeting of the Board of Directors;</p> <p>(10) to exercise any other functions and powers conferred by laws, regulations, the Articles of Association or the Board of Directors.</p> <p>In the event that the chairman of the Board of Directors is unable to perform his/her duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p> <p>The Board of Directors may, if necessary, authorize the chairman of the Board of Directors to exercise part of the powers of the Board of Directors when it is in recess.</p>	<p>(7) to hear regular and non-regular performance reports from the Company's senior management officers, and to provide the Board of Directors with steering comments on the implementation of board resolutions;</p> <p>(8) to nominate a candidate for the general manager and the secretary to the Board of Directors of the Company;</p> <p>(9) to propose the convening of an extraordinary meeting of the Board of Directors;</p> <p>(10) to exercise any other functions and powers conferred by laws, regulations, the Articles of Association or the Board of Directors.</p> <p>In the event that the chairman of the Board of Directors is unable to perform his/her duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p> <p>The Board of Directors may, if necessary, authorize the chairman of the Board of Directors to exercise part of the powers of the Board of Directors when it is in recess.</p>

Number	Content of Original Article	Content of Finalized Article
180	<p><b>Article 108</b> The Board of Directors shall meet regularly and the meetings of the Board of Directors shall be held at least four times every year, and convened by the chairman of the Board of Directors. A 14 days' (excluding the day when the meeting is convened) prior written notice for convening the meeting shall be given to all directors.</p> <p>Under the following circumstances, an extraordinary meeting of the Board of Directors shall be held by the chairman within 5 days upon receipt of proposal:</p> <ol style="list-style-type: none"> <li>(1) when proposed by the shareholders representing one tenth or more of voting rights;</li> <li>(2) when proposed jointly by one-third or more of the directors;</li> <li>(3) when proposed by the chairman of the Board of Directors;</li> <li>(4) when proposed by two or more of the independent non-executive directors;</li> <li>(5) when proposed by the Board of Supervisors;</li> <li>(6) when proposed by the general manager.</li> </ol>	<p><del>Article 108</del><b>Article 115</b> The Board of Directors shall meet regularly and the meetings of the Board of Directors shall be held at least four times every year <u>and quarterly</u>, and convened by the chairman of the Board of Directors. A 14 days' (excluding the day when the meeting is convened) prior written notice for convening the meeting shall be given to all directors <u>and supervisors</u>.</p> <p><u>Shareholders representing more than one tenth of the voting rights and more than one third of the directors and the Board of Supervisors may propose an extraordinary Board meeting. The chairman shall call and chair the Board meeting within ten days after receiving the proposal.</u></p> <p><del>Under the following circumstances, an extraordinary meeting of the Board of Directors shall be held by the chairman within 5 days upon receipt of proposal:</del></p> <ol style="list-style-type: none"> <li><del>(1) when proposed by the shareholders representing one tenth or more of voting rights;</del></li> <li><del>(2) when proposed jointly by one-third or more of the directors;</del></li> <li><del>(3) when proposed by the chairman of the Board of Directors;</del></li> <li><del>(4) when proposed by two or more of the independent non-executive directors;</del></li> <li><del>(5) when proposed by the Board of Supervisors;</del></li> <li><del>(6) when proposed by the general manager.</del></li> </ol>

Number	Content of Original Article	Content of Finalized Article
181	<p><b>Article 109</b> To hold regular meetings and extraordinary meetings of the Board, a written notice of the meeting shall be delivered to all directors, supervisors, the secretary to the Board and the general manager by email, post, fax or person within fourteen days and three days in advance respectively. If not delivered by hand, the delivery shall be confirmed by calls and relevant records shall be made.</p> <p>Where an extraordinary board meeting needs to be convened in emergency, it is not subject to the above time limit of notification and the above manner limit of notification but a reasonable notice for the meeting shall be given thereafter. The notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p>	<p><del>Article 109</del> <b>Article 116</b> To hold regular meetings and extraordinary meetings of the Board, a written notice of the meeting shall be delivered to all directors, supervisors, the secretary to the Board and the general manager by email, post, fax or person within fourteen days and three days in advance respectively. If not delivered by hand, the delivery shall be confirmed by calls and relevant records shall be made.</p> <p>Where an extraordinary board meeting needs to be convened in emergency, it is not subject to the above time limit of notification and the above manner limit of notification but a reasonable notice for the meeting shall be given thereafter. The notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p> <p><u>The meeting notice shall be deemed to have been delivered to such director if he/she presents at the meeting and does not raise the issue of the non-receipt of such notice prior to, or at, his/her arrival at the meeting.</u></p>
182	addition	<p><b>Article 117</b> <u>The notice of the Board meeting shall include the following:</u></p> <p>(1) <u>date and venue of the meeting;</u></p> <p>(2) <u>duration of the meeting;</u></p> <p>(3) <u>subject matter and topic;</u></p> <p>(4) <u>date of issuance of notice.</u></p>

Number	Content of Original Article	Content of Finalized Article
183	<p><b>Article 110</b> The notice of meeting shall be deemed to have issued to a director if he/she is present at the meeting and does not raise the issue of non-receipt of such notice prior to or at the time of his/her arrival at the meeting.</p> <p>Regular or extraordinary board meetings can be held by way of teleconference meeting or by virtue of other telecommunication device. In such meetings, so long as the participating directors can hear and communicate with each other, all participating directors are deemed as if they had participated in the meeting in person.</p>	deletion
184	<p><b>Article 111</b> The board meeting may not be held unless a majority of the directors are present.</p> <p>Each director has one vote. Except for provided in laws, administrative regulations and the Articles of Association, resolutions of the Board of Directors shall be passed by more than half of all directors.</p> <p>In the case of an equality of votes, the chairman shall have a casting vote.</p>	<p><del>Article 111</del><b>Article 118</b> The board meeting may not be held unless a majority of the directors are present.</p> <p>Each director has one vote. Except for provided in laws, administrative regulations and the Articles of Association, resolutions of the Board of Directors shall be passed by more than half of all directors.</p> <p><del>In the case of an equality of votes, the chairman shall have a casting vote.</del></p>
185	<p><b>Article 112</b> In the event that a director of the listed company is connected with an enterprise involved in a resolution of the Board of Directors, he/she may not exercise the right to vote on the resolution, nor may he/she exercise the right to vote on behalf of other directors. The board meeting can be held with the attendance of more than half of the unrelated directors, and resolutions made at the board meeting shall be approved by more than half of the unrelated directors. If the number of unrelated directors present at the board meeting is less than three, the matter shall be submitted to the listed company's general meeting for consideration.</p>	<p><del>Article 111</del><b>Article 119</b> In the event that a director of a listed company is connected with an enterprise involved in a resolution of the Board of Directors, he/she may not exercise the right to vote on the resolution, nor may he/she exercise the right to vote on behalf of other directors. The board meeting can be held with the attendance of more than half of the unrelated directors, and resolutions made at the board meeting shall be approved by more than half of the unrelated directors. If the number of unrelated directors present at the board meeting is less than three, the matter shall be submitted to the listed company's general meeting for consideration.</p>

Number	Content of Original Article	Content of Finalized Article
186	addition	<u><b>Article 120</b> The Board of Directors may hold a meeting on site, by countersigns or by other means recognized by entire directors. If a meeting of the Board of Directors is held on site, the venue may use telephone, video and other methods to facilitate directors' participation in the meeting. Directors who participate in the meeting by the above means are deemed to have attended the on-site meeting.</u>
187	<p><b>Article 112</b> A director shall attend the board meetings in person. If a director is not able to attend the meeting for any reasons, he/she may appoint in writing other directors to attend the meeting on his/her behalf. The scope of authorization shall be specified in the power of attorney.</p> <p>The appointed director attending the meeting shall only exercise the rights within the scope of authorization. Should a director neither attend a board meeting nor appoint representative to attend on his/her behalf, the said director shall be deemed to have waived his/her right to vote at the meeting.</p> <p>In the event that a director of the listed company is connected with an enterprise involved in a resolution of the Board of Directors, he/she may not exercise the right to vote on the resolution, nor may he/she exercise the right to vote on behalf of other directors. The board meeting can be held with the attendance of more than half of the unrelated directors, and resolutions made at the board meeting shall be approved by more than half of the unrelated directors. If the number of unrelated directors present at the board meeting is less than three, the matter shall be submitted to the listed company's general meeting for consideration.</p>	<p><del><b>Article 112</b></del><b>Article 121</b> A director shall attend the board meetings in person. If a director is not able to attend the meeting for any reasons, he/she may appoint in writing other directors to attend the meeting on his/her behalf. <u>A proxy form shall state the name of the proxy, the authority of the proxy, the scope of authorization and the period of validity and also be signed or affixed by the appointer.</u><del>The scope of authorization shall be specified in the power of attorney.</del></p> <p>The appointed director attending the meeting shall only exercise the rights within the scope of authorization. Should a director neither attend a board meeting nor appoint representative to attend on his/her behalf, the said director shall be deemed to have waived his/her right to vote at the meeting.</p> <p><del>In the event that a director of the listed company is connected with an enterprise involved in a resolution of the Board of Directors, he/she may not exercise the right to vote on the resolution, nor may he/she exercise the right to vote on behalf of other directors. The board meeting can be held with the attendance of more than half of the unrelated directors, and resolutions made at the board meeting shall be approved by more than half of the unrelated directors. If the number of unrelated directors present at the board meeting is less than three, the matter shall be submitted to the listed company's general meeting for consideration.</del></p>

Number	Content of Original Article	Content of Finalized Article
188	<p><b>Article 113</b> Any material matters to be decided by the Board of Directors must be proceeded strictly according to specified procedures. A notice shall be given to all directors at the time required by the Articles of Association and sufficient information shall be given at the same time. The directors may request additional information. When one-fourth or more of directors or two or more of independent non-executive directors consider that the information and materials of the matters are insufficient or, they are unable to make a decision on the matters by other reasons, they may jointly propose to postpone the board meeting or delay the discussion of certain matters to be resolved in the board meeting, and the Board of Directors shall adopt the relevant proposal.</p> <p>Resolutions in respect of connected transactions of the Company made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</p>	<p><del>Article 113</del><b>Article 122</b> Any material matters to be decided by the Board of Directors must be proceeded strictly according to specified procedures. A notice shall be given to all directors at the time required by the Articles of Association and sufficient information shall be given at the same time. The directors may request additional information. When one-fourth or more of directors or two or more of independent non-executive directors consider that the information and materials of the matters are insufficient or, they are unable to make a decision on the matters by other reasons, they may jointly propose to postpone the board meeting or delay the discussion of certain matters to be resolved in the board meeting, and the Board of Directors shall adopt the relevant proposal.</p> <p>Resolutions in respect of connected transactions of the Company made by the Board of Directors shall not come into force unless it is signed by independent non-executive directors.</p>
189	<p><b>Article 114</b> The Board of Directors may approve the written proposals in lieu of convening meetings of the Board of Directors, but the draft of such proposals shall be delivered to each director through personal delivery, post, fax or e-mail. Such proposal will be passed as a resolution of the Board of Directors, only after it has been delivered to all directors by the Board of Directors, and signed and approved by the required quorum of the directors for decision-making and the signed document for approving such proposal has been delivered to the secretary to the Board of Directors by one of the aforesaid means. Such resolution shall be deemed to have the same legal effect as a resolution passed at a board meeting held in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>	<p><del>Article 114</del><b>Article 123</b> The Board of Directors may approve the written proposals in lieu of convening meetings of the Board of Directors, but the draft of such proposals shall be delivered to each director through personal delivery, post, fax or e-mail. Such proposal will be passed as a resolution of the Board of Directors, only after it has been delivered to all directors by the Board of Directors, and signed and approved by the required quorum of the directors for decision-making and the signed document for approving such proposal has been delivered to the secretary to the Board of Directors by one of the aforesaid means. Such resolution shall be deemed to have the same legal effect as a resolution passed at a board meeting held in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>

Number	Content of Original Article	Content of Finalized Article
190	<p><b>Article 115</b> The Board of Directors shall keep minutes of decisions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.</p>	<p><del>Article 115</del><b>Article 124</b> The Board of Directors shall keep minutes of decisions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. <del>Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.</del> <u>As the Company's files, the board meeting minutes shall be kept for a period of no less than 10 years.</u></p>
191	addition	<p><b>Article 125</b> <u>The minutes of the board meeting shall include the following contents:</u></p> <ol style="list-style-type: none"> <li data-bbox="880 1215 1390 1283">(1) <u>the date, venue and convener's name of the meeting;</u></li> <li data-bbox="880 1327 1390 1470">(2) <u>names of directors present at the meeting and directors (proxies) present at such meeting on behalf of other directors;</u></li> <li data-bbox="880 1515 1225 1549">(3) <u>agenda of the meeting;</u></li> <li data-bbox="880 1593 1390 1661">(4) <u>summary of points raised by directors;</u></li> <li data-bbox="880 1706 1390 1881">(5) <u>manner and result of voting on each matter resolved (and the voting results shall set out the number of votes for, against or abstained a particular resolution).</u></li> </ol>

**Section 1 Special Committees under the Board of Directors**

Number	Content of Original Article	Content of Finalized Article
192	<p><b>Article 116</b> The Board of Directors shall establish three special committees, namely Audit Committee, Remuneration Committee and Nomination Committee, and the personnel composition and rules of procedure of which shall be resolved separately by the Board of Directors. Where necessary, the Board of Directors may establish other special committees. These special committees are ad hoc committees under the Board of Directors which provide advices or advisory opinions for the Board of Directors on material decisions. The special committees shall not make any decision in the name of the Board of Directors. However, the committees may exercise decision-making power in respect of the authorized matters in accordance with a special power given by the Board of Directors. The three special committees are as follows:</p> <p>(1) Audit Committee whose major duties include: to guide, examine and supervise the construction of the Company's systems and mechanisms in respect of financial control, risk management and internal control; to make recommendations to the Board on the appointment, re-appointment or change of such intermediaries as accounting firms, and their remuneration; to review and supervise whether the external auditors are independent and objective and whether audit procedures are effective; to formulate and implement policies on non-audit services provided by the external auditors; to supervise and review the integrity of the</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>Company's financial reports, annual reports, accounts, interim reports and quarterly reports (if any), and to review major opinions on relevant financial reporting set out in the statements and reports; to consider the Company's financial and accounting policies and relevant changes, and to provide relevant opinions to the Board; to make recommendations to the Board on the appointment and dismissal of the person in charge of the Company's internal audit institutions; to supervise the formulation and implementation of the Company's internal audit system; to evaluate and supervise the integrity and effectiveness of the Company's audit system; to keep good communication with the Board of Supervisors and the Company's internal and external audit institutions, and to ensure that the internal audit function is adequately resourced in the Company with a proper position and supervise and monitor its effectiveness.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(2) Remuneration Committee whose major duties include: to propose recommendations to the Board with respect to the overall remuneration policies and structures for the directors and senior management of the Company and the establishment of formal and transparent procedures for formulation of remuneration policies; to give advice to the Board on certain remuneration packages of all executive directors and senior management, including non-monetary benefits, pension rights and compensation amounts (including compensation for the loss or termination of office or appointment), and the remuneration of non-executive directors; to review and approve recommendations on the remuneration of management with reference to the corporate goals as approved by the Board from time to time; to review and approve compensation that should be paid to executive directors and senior management for any loss or termination of their office or appointment, so as to ensure the said compensation conforms to the terms of relevant contract; in case of any inconformity, the said compensation shall be fair and reasonable and will not result in excessive burden to the listed company; to review and approve the compensation arrangement in connection with dismissal or removal of relevant directors for their misconduct, so as to ensure such arrangement conforms to relevant contract terms; in case of any inconformity, relevant compensation shall be reasonable and appropriate; to ensure that any director or any of his/her associates does not participate in the determination of his/her own remuneration.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(3) Nomination Committee whose major duties include: to regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board, and to make recommendations to the Board on any proposed changes to it to complement the Company's corporate strategy; to extensively search for and identify qualified candidate directors, to make an examination of candidate directors and general managers, and to offer suggestions to the Board on relevant selection; to review the independency of independent non-executive directors; to study and make recommendations on the standards and procedures for the selection of candidate directors and general managers; and to give advice to the Board on the appointment or re-appointment of directors and the general manager and the succession planning for directors (including the chairman) and the general manager.</p>	

**Chapter 10 Secretary to the Board of Directors of the Company**

Number	Content of Original Article	Content of Finalized Article
193	<b>Article 124</b> The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors is a senior management officer of the Company and shall be nominated by the chairman and appointed or removed by the Board of Directors.	deletion
194	<p><b>Article 125</b> The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience. He/she shall be responsible for the preparation of the Company's general meetings and board meetings, keeping of documents, management of the Company's shareholder information, handling of information disclosure matters, etc. His/her major duties and responsibilities include:</p> <p>(1) to ensure that the Company has complete organizational documents and records; to keep and manage shareholder information; to assist the directors in addressing the routine tasks of the Board of Directors;</p> <p>(2) to ensure the proper maintenance of the Company's register of shareholders, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(3) as the contact person of the Company with the securities regulatory authorities, to be responsible for organizing the preparation and prompt submission of reports and documents required by the regulatory authorities and ensuring that the reports and documents required by the competent authorities are prepared and submitted by the Company according to law; to be responsible for accepting and organizing the implementation of any assignment from the regulatory authorities;</p> <p>(4) to organize and arrange for the board meetings and shareholders' general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board of Directors;</p> <p>(5) to be responsible for coordinating and organizing the Company's disclosure of information, to establish and improve the information disclosure system, to participate in all of the Company's meetings involving the disclosure of information, and to keep informed of the Company's material operation decisions and related information in a timely manner;</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(6) to be responsible for keeping price-sensitive information of the Company confidential and to work out effective and practical confidentiality systems and measures. Where there is any disclosure of price-sensitive information of the Company due to any reason, necessary remedial measures shall be taken; timely explanation and clarification shall be made; and relevant reports shall be submitted to the securities regulatory authorities;</p> <p>(7) to deal with and coordinate the Company's public relationship with related regulatory authorities, intermediaries and news media;</p> <p>(8) to coordinate the provision of relevant information necessary for the Company's Board of Supervisors and other auditing authorities to discharge their duties; and to assist in carrying out investigations on the performance of the chief financial officer, directors and the general manager of the Company of their fiduciary duties;</p> <p>(9) to exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations, and the stock exchange of the place where the Company's shares are listed.</p>	

Number	Content of Original Article	Content of Finalized Article
195	<p><b>Article 126</b> A director or other senior management officers of the Company may concurrently act as secretary to the Board of Directors. The accountant(s) of the accounting firm which has been appointed by the Company and the management officers of controlling shareholders shall not concurrently act as secretary to the Board of Directors.</p> <p>Where the office of secretary to the Board of Directors 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 separately, the person who holds the offices of director and secretary to the Board of Directors may not perform the act in a dual capacity.</p>	deletion

**Chapter 11-Chapter 6 General Manager and Other Senior Management Officers**

Number	Content of Original Article	Content of Finalized Article
196	<p><b>Article 127</b> The Company shall have one general manager who shall be appointed or removed by the Board of Directors, several deputy general managers who shall be nominated by the general manager and appointed or removed by the Board of Directors. A director may serve concurrently as general manager, deputy general manager or other senior management officers.</p>	<p><b>Article 126</b> The Company shall have one general manager who shall be appointed or removed by the Board of Directors, several deputy general managers who shall be nominated by the general manager and appointed or removed by the Board of Directors. <u>The general manager, deputy general managers, assistant general manager, financial controller and secretary of the board of directors of the Company are the senior management officers of the Company.</u> A director may serve concurrently as general manager, deputy general manager or other senior management officers.</p>

Number	Content of Original Article	Content of Finalized Article
197	addition	<u><b>Article 127</b> The circumstances of disqualification for directors prescribed in Article 96 of these Articles of Association shall be applicable to senior management officers. Provisions regarding the duty of fidelity of directors under Article 98 and the duty of diligence of directors under items (4), (5) and (6) of Article 99 hereof shall be applicable to senior management officers.</u>
198	addition	<u><b>Article 128</b> Any person who takes an administrative role other than a director or a supervisor in the controlling shareholders of the Company shall not serve as a senior management officer of the Company. The senior management officers of the Company shall only receive remuneration from the Company, not from the controlling shareholders on behalf of the Company.</u>
199	<b>Article 128</b> The general manager shall serve a term of three years, and may be re-appointed for successive terms.	<del><b>Article 128</b></del> <b>Article 129</b> The general manager shall serve a term of three years, and may be re-appointed for successive terms.

Number	Content of Original Article	Content of Finalized Article
200	<p><b>Article 129</b> The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company's production, operation and management and report to the Board of Directors;</li> <li>(2) to organize the implementation of resolutions of the Board of Directors and the Company's annual business plans and investment plans;</li> <li>(3) to draft the Company's annual financial budgets and final accounts, and to put forward the proposal to the Board of Directors;</li> <li>(4) to draft the Company's basic management system and the plan for establishment of the Company's internal management organizations;</li> <li>(5) to formulate the specific rules and regulations of the Company;</li> </ol>	<p><del>Article 129</del> <b>Article 130</b> The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to be in charge of the Company's production, operation and management, <u>organize the implementation of the resolutions of the Board of Directors</u>, and report to the Board of Directors;</li> <li>(2) to organize the implementation of <del>resolutions of the Board of Directors</del> and the Company's annual business plans and investment plans;</li> <li>(3) to draft the Company's annual financial budgets and final accounts, and to put forward the proposal to the Board of Directors;</li> <li>(4) to draft the Company's basic management system and the plan for establishment of the Company's internal management organizations;</li> <li>(5) to formulate the specific rules and regulations of the Company;</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p>(6) to propose to the Board of Directors the employment and dismissal of deputy general managers and other senior management officers such as chief financial officer;</p> <p>(7) to employ and dismiss managerial personnel and general staff other than those to be employed and dismissed by the Board of Directors;</p> <p>(8) to propose the convening of extraordinary board meetings;</p> <p>(9) to decide on other matters of the Company within the scope of the authority of the Board of Directors;</p> <p>(10) to decide on such projects as investment, acquisition or disposal and financing which do not need to be decided by the Board of Directors or the shareholders' general meeting;</p> <p>(11) other functions and powers as conferred by these Articles of Association and the Board of Directors.</p> <p>Senior management officers other than the general manager shall assist the general manager in his/her work and may exercise part of the functions and powers entrusted by the general manager.</p>	<p>(6) to propose to the Board of Directors the employment and dismissal of deputy general managers and other senior management officers such as chief financial officer;</p> <p>(7) to employ and dismiss managerial personnel and general staff other than those to be employed and dismissed by the Board of Directors;</p> <p>(8) to propose the convening of extraordinary board meetings;</p> <p>(9) to decide on other matters of the Company within the scope of the authority of the Board of Directors;</p> <p>(10) to decide on such projects as investment, acquisition or disposal and financing which do not need to be decided by the Board of Directors or the shareholders' general meeting;</p> <p>(11) other functions and powers as conferred by these Articles of Association and the Board of Directors.</p> <p>Senior management officers other than the general manager shall assist the general manager in his/her work and may exercise part of the functions and powers entrusted by the general manager.</p> <p><u>The general manager shall attend meetings of the Board of Directors and, if not a director, shall not have voting right thereat.</u></p>

Number	Content of Original Article	Content of Finalized Article
201	addition	<u><b>Article 131</b> The general manager shall formulate working rules of the general manager, and shall be implemented after being approved by the board of directors.</u>
202	addition	<p><u><b>Article 132</b> The general manager's working rules include the following contents:</u></p> <p>(1) <u>conditions, procedures and participants of the general manager's meeting;</u></p> <p>(2) <u>respective responsibilities and work allocation of the general manager and other senior management officers of the Company;</u></p> <p>(3) <u>use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the board of directors and the board of supervisors;</u></p> <p>(4) <u>other matters which the board of directors deems necessary.</u></p>
203	addition	<u><b>Article 133</b> The general manager may resign before expiry of his/her term of office. The specific procedures and methods for the resignation of the general manager shall be specified in the employment contract concluded by the general manager and the Company.</u>

Number	Content of Original Article	Content of Finalized Article
204	<p><b>Article 124</b> The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors is a senior management officer of the Company and shall be nominated by the chairman and appointed or removed by the Board of Directors.</p>	<p><del>Article 124</del><b>Article 134</b> The Company shall have a secretary to the Board of Directors. <del>The secretary to the Board of Directors is a senior management officer of the Company and shall be nominated by the chairman and appointed or removed by the Board of Directors.</del><u>He/she shall be responsible for the preparation of the Company's general meetings and board meetings, keeping of documents, management of the Company's shareholder information, handling of information disclosure matters, etc.</u></p> <p><u>The board secretary shall abide by the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.</u></p>
205	<p><b>Article 125</b> The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience. He/she shall be responsible for the preparation of the Company's general meetings and board meetings, keeping of documents, management of the Company's shareholder information, handling of information disclosure matters, etc. His/her major duties and responsibilities include:</p> <ol style="list-style-type: none"> <li>(1) to ensure that the Company has complete organizational documents and records; to keep and manage shareholder information; to assist the directors in addressing the routine tasks of the Board of Directors;</li> <li>(2) to ensure the proper maintenance of the Company's register of shareholders, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;</li> </ol>	<p><del>Article 125</del> <b>Article 135</b> The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience. <del>He/she shall be responsible for the preparation of the Company's general meetings and board meetings, keeping of documents, management of the Company's shareholder information, handling of information disclosure matters, etc.</del> His/her major duties and responsibilities include:</p> <ol style="list-style-type: none"> <li>(1) to ensure that the Company has complete organizational documents and records; to keep and manage shareholder information; to assist the directors in addressing the routine tasks of the Board of Directors;</li> <li>(2) to ensure the proper maintenance of the Company's register of shareholders, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p>(3) as the contact person of the Company with the securities regulatory authorities, to be responsible for organizing the preparation and prompt submission of reports and documents required by the regulatory authorities and ensuring that the reports and documents required by the competent authorities are prepared and submitted by the Company according to law; to be responsible for accepting and organizing the implementation of any assignment from the regulatory authorities;</p> <p>(4) to organize and arrange for the board meetings and shareholders' general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board of Directors;</p> <p>(5) to be responsible for coordinating and organizing the Company's disclosure of information, to establish and improve the information disclosure system, to participate in all of the Company's meetings involving the disclosure of information, and to keep informed of the Company's material operation decisions and related information in a timely manner;</p>	<p>(3) as the contact person of the Company with the securities regulatory authorities, to be responsible for organizing the preparation and prompt submission of reports and documents required by the regulatory authorities and ensuring that the reports and documents required by the competent authorities are prepared and submitted by the Company according to law; to be responsible for accepting and organizing the implementation of any assignment from the regulatory authorities;</p> <p>(4) to organize and arrange for the board meetings and shareholders' general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board of Directors;</p> <p>(5) to be responsible for coordinating and organizing the Company's disclosure of information, to establish and improve the information disclosure system, to participate in all of the Company's meetings involving the disclosure of information, and to keep informed of the Company's material operation decisions and related information in a timely manner;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>(6) to be responsible for keeping price-sensitive information of the Company confidential and to work out effective and practical confidentiality systems and measures. Where there is any disclosure of price-sensitive information of the Company due to any reason, necessary remedial measures shall be taken; timely explanation and clarification shall be made; and relevant reports shall be submitted to the securities regulatory authorities;</p> <p>(7) to deal with and coordinate the Company's public relationship with related regulatory authorities, intermediaries and news media;</p> <p>(8) to coordinate the provision of relevant information necessary for the Company's Board of Supervisors and other auditing authorities to discharge their duties; and to assist in carrying out investigations on the performance of the chief financial officer, directors and the general manager of the Company of their fiduciary duties;</p> <p>(9) to exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations, and the stock exchange of the place where the Company's shares are listed.</p>	<p>(6) to be responsible for keeping price-sensitive information of the Company confidential and to work out effective and practical confidentiality systems and measures. Where there is any disclosure of price-sensitive information of the Company due to any reason, necessary remedial measures shall be taken; timely explanation and clarification shall be made; and relevant reports shall be submitted to the securities regulatory authorities;</p> <p>(7) to deal with and coordinate the Company's public relationship with related regulatory authorities, intermediaries and news media;</p> <p>(8) to coordinate the provision of relevant information necessary for the Company's Board of Supervisors and other auditing authorities to discharge their duties; and to assist in carrying out investigations on the performance of the chief financial officer, directors and the general manager of the Company of their fiduciary duties;</p> <p>(9) to exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations, and the stock exchange of the place where the Company's shares are listed.</p>

Number	Content of Original Article	Content of Finalized Article
206	<p><b>Article 126</b> A director or other senior management officers of the Company may concurrently act as secretary to the Board of Directors. The accountant(s) of the accounting firm which has been appointed by the Company and the management officers of controlling shareholders shall not concurrently act as secretary to the Board of Directors.</p> <p>Where the office of secretary to the Board of Directors 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 separately, the person who holds the offices of director and secretary to the Board of Directors may not perform the act in a dual capacity.</p>	<p><del>Article 126</del><b>Article 136</b> A director or other senior management officers of the Company may concurrently act as secretary to the Board of Directors. The accountant(s) of the accounting firm which has been appointed by the Company and the management officers of controlling shareholders shall not concurrently act as secretary to the Board of Directors.</p> <p>Where the office of secretary to the Board of Directors 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 separately, the person who holds the offices of director and secretary to the Board of Directors may not perform the act in a dual capacity.</p>
207	addition	<p><b>Article 137</b> <u>The senior management officer shall be liable for the compensation to the Company for losses caused should he/she violate the laws, administrative regulations, departmental rules or these Articles of Association when performing the duties.</u></p>
208	<p><b>Article 130</b> The general manager shall attend meetings of the Board of Directors and, if not a director, shall not have voting right thereat.</p>	Adjust the position to the end of Article 130

Number	Content of Original Article	Content of Finalized Article
209	<b>Article 131</b> In the exercise of his/her powers, the general manager shall fulfill the obligations of good faith and diligence in accordance with laws, administrative regulations and the Articles of Association.	<del><b>Article 131</b></del> <b>Article 138</b> <del>In the exercise of his/her powers, the general manager shall fulfill the obligations of good faith and diligence in accordance with laws, administrative regulations and the Articles of Association.</del> <u>Senior management officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Senior management officers of the Company shall be liable for compensation in accordance with relevant laws if they fail to faithfully perform their duties or breach their fiduciary duty and cause damage to the interests of the Company and the shareholders of public shares.</u>
210	<b>Article 132</b> The Company shall have one person in charge of finance (or chief financial officer), who shall be appointed or removed by the Board of Directors. The person in charge of finance shall be accountable to the Board of Directors and the general manager.	deletion

**Chapter 7 Board of Supervisors**

**~~Chapter 12~~ Section 1 Supervisors**

Number	Content of Original Article	Content of Finalized Article
211	<b>Article 136</b> Directors, the general manager and senior management officers of the Company shall not act concurrently as supervisors.	<del><b>Article 136</b></del> <b>Article 139</b> <u>The circumstances of disqualification for directors prescribed in Article 96 of these Articles of Association shall be applicable to supervisors.</u> Directors, the general manager and senior management officers <del>of the Company</del> shall not act concurrently as supervisors.

Number	Content of Original Article	Content of Finalized Article
212	<p><b>Article 141</b> Supervisors shall carry out their supervisory duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.</p>	<p><del><b>Article 141</b></del> <b>Article 140</b> Supervisors shall carry out their supervisory duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association. <u>The supervisors shall observe the laws, administrative regulations and these Articles of Association. They shall perform the duties of fidelity and diligence to the Company, and shall not accept any bribery or other illegal income by using his/her powers and position, or misappropriate the property of the Company.</u></p>
213	<p><b>Article 134</b> The Board of Supervisors shall be composed of three supervisors, one of whom shall act as the chairman of the Board of Supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.</p> <p>The appointment and dismissal of the chairman of the Board of Supervisors shall be subject to the approval of two-thirds or more of its members by voting.</p>	<p><del><b>Article 134</b></del> <b>Article 141</b> The Board of Supervisors shall be composed of three supervisors, one of whom shall act as the chairman of the Board of Supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.</p> <p>The appointment and dismissal of the chairman of the Board of Supervisors shall be subject to the approval of two-thirds or more of its members by voting.</p>
214	addition	<p><b>Article 142</b> <u>Where the tenure of supervisors expires and re-election has not yet been made in a timely manner, or where a supervisor resigns during his/her tenure resulting in the number of supervisors falling below the necessary quorum of meeting of the board of supervisors, the original supervisors shall (before the re-election of the new supervisors) continue to perform their duties as supervisors pursuant to the provisions of laws, administrative regulations and these Articles of Association.</u></p>

Number	Content of Original Article	Content of Finalized Article
215	addition	<u><b>Article 143</b> Supervisors shall ensure that information disclosed by the Company is true, accurate and complete and he/she shall sign on the periodical report with written confirmation.</u>
216	addition	<u><b>Article 144</b> Supervisors shall attend board meetings and may raise queries or proposals regarding matters resolved at such meetings.</u>
217	addition	<u><b>Article 145</b> Supervisors shall not prejudice the interests of the Company by means of their connected relationship or they shall be liable for compensation for any loss caused to the Company.</u>
218	addition	<u><b>Article 146</b> If supervisors have violated the provisions of any laws, administrative regulations, departmental rules or these Articles of Association in the course of performing their duties, which has caused losses to the Company, they shall be liable for compensation.</u>

### Section 2 Board of Supervisors

Number	Content of Original Article	Content of Finalized Article
219	<p><b>Article 133</b> The Company shall have a Board of Supervisors, which shall perform its supervisory functions in accordance with the provisions of the laws, administrative regulations and the Articles of Association.</p> <p><b>Article 135</b> Members of the Board of Supervisors shall comprise of two shareholder representatives and one employee representative, of which, the employee representative supervisor shall be elected by the employees' representatives conference and employees' general meeting of the Company or through other democratic ways.</p>	<p><del><b>Article 133</b></del><b>Article 147</b> The Company shall have a Board of Supervisors, which shall perform its supervisory functions in accordance with the provisions of the laws, administrative regulations and the Articles of Association. <b>Article 135</b> Members of the Board of Supervisors shall comprise of two shareholder representatives and one employee representative <u>and shall have one chairman</u>, of which, the employee representative supervisor shall be elected by the employees' representatives conference and employees' general meeting of the Company or through other democratic ways.</p>

Number	Content of Original Article	Content of Finalized Article
	<p>At least half of the members of the Board of Supervisors shall be external supervisors (supervisors not holding any position in the Company), and external supervisors shall have authority to report independently to the shareholders' general meeting on the integrity and diligence of senior management officers of the Company.</p>	<p><u>The Chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors. Where the Chairman of the Board of Supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall convene and preside over Board of Supervisors meetings.</u></p> <p><del>At least half of the members of the Board of Supervisors shall be external supervisors (supervisors not holding any position in the Company), and external supervisors shall have authority to report independently to the shareholders' general meeting on the integrity and diligence of senior management officers of the Company.</del></p>
220	<p><b>Article 136</b> Directors, the general manager and senior management officers of the Company shall not act concurrently as supervisors.</p>	<p>Adjusted to <b>Article 139</b></p>

Number	Content of Original Article	Content of Finalized Article
221	<p><b>Article 137</b> The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) to monitor any acts of directors, the general manager and other senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of the shareholders' general meetings;</p> <p>(2) to demand rectification from a director and other senior management officers when the acts of such persons prejudice the Company's interest;</p> <p>(3) to examine the Company's financial affairs;</p> <p>(4) to review financial information such as financial reports, business reports and profit distribution schemes to be submitted by the Board of Directors to the shareholders' general meetings;</p> <p>(5) to review regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;</p>	<p><del>Article 137</del><b>Article 148</b> The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) to monitor any acts of directors, the general manager and other senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of the shareholders' general meetings;</p> <p>(2) to demand rectification from a director and other senior management officers when the acts of such persons prejudice the Company's interest;</p> <p>(3) to examine the Company's financial affairs;</p> <p>(4) to review financial information such as financial reports, business reports and profit distribution schemes to be submitted by the Board of Directors to the shareholders' general meetings;</p> <p>(5) to review regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;</p>

Number	Content of Original Article	Content of Finalized Article
	<p>(6) to propose to convene an extraordinary general meeting; and to convene and chair the general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the general meeting;</p> <p>(7) to submit proposals to the shareholders' general meeting;</p> <p>(8) to propose to convene an extraordinary meeting of the Board of Directors;</p> <p>(9) to institute a suit to the directors or senior management officers according to Article 151 of the Company Law;</p> <p>(10) other functions and powers as provided for in the laws, administrative regulations and the Articles of Association.</p> <p>Supervisors shall attend meetings of the Board of Directors.</p>	<p>(6) to propose to convene an extraordinary general meeting; and to convene and chair the general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the general meeting;</p> <p>(7) to submit proposals to the shareholders' general meeting;</p> <p><del>(8) to propose to convene an extraordinary meeting of the Board of Directors;</del></p> <p><u>(8) to institute a suit to the directors or senior management officers according to Article 151 of the Company Law;</u></p> <p><u>(9) to conduct an investigation if an abnormality in the Company's operating conditions is discovered; if necessary, professional organizations such as accounting firms and law firms can be engaged to assist in the work, at the Company's expense;</u></p> <p>(10) other functions and powers as provided for in the laws, administrative regulations and the Articles of Association.</p> <p>Supervisors shall attend meetings of the Board of Directors.</p>

Number	Content of Original Article	Content of Finalized Article
222	<p><b>Article 138</b> The Board of Supervisors shall convene at least one regular meeting every six months, which shall be convened by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, one supervisor shall be elected jointly by half or more of the supervisors to convene and preside over the meeting of the Board of Supervisors.</p> <p>Supervisors may propose to convene extraordinary meetings of the Board of Supervisors.</p> <p>In convening the regular or extraordinary meetings of the Board of Supervisors, the staff member of the Board of Supervisors shall give a written notice of the meeting to all supervisors by hand, facsimile, email or other means within ten days and three days in advance respectively. If a notice is not given by hand, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.</p> <p>In case of urgency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, it is not subject to the above time limit of notification and the above manner limit of notification but a reasonable notice for the meeting shall be given thereafter. The notice of such meeting shall be given by telephone communication or other verbal means at any time provided that the convener of the meeting gives relevant explanation at the meeting.</p>	<p><del>Article 138</del><b>Article 149</b> The Board of Supervisors shall convene at least one <del>regular</del> meeting every six months, which shall be convened by the chairman of the Board of Supervisors. <del>If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, one supervisor shall be elected jointly by half or more of the supervisors to convene and preside over the meeting of the Board of Supervisors.</del></p> <p>Supervisors may propose to convene extraordinary meetings of the Board of Supervisors.</p> <p>In convening the regular or extraordinary meetings of the Board of Supervisors, the staff member of the Board of Supervisors shall give a written notice of the meeting to all supervisors by hand, facsimile, email or other means within ten days and three days in advance respectively. If a notice is not given by hand, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.</p> <p>In case of urgency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, it is not subject to the above time limit of notification and the above manner limit of notification but a reasonable notice for the meeting shall be given thereafter. The notice of such meeting shall be given by telephone communication or other verbal means at any time provided that the convener of the meeting gives relevant explanation at the meeting.</p>

Number	Content of Original Article	Content of Finalized Article
223	<p><b>Article 139</b> The method for conducting businesses at the meetings of the Board of Supervisors: any voting at the Board of Supervisors shall be made on a one-person-one-vote basis in the manner of open and written ballot.</p> <p>The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his/her intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or more of the members of the Board of Supervisors.</p> <p>The Board of Supervisors shall record the decisions on matters discussed in the minutes, and supervisors who attended the meeting shall sign the minutes of the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his/her speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept in the domicile of the Company.</p> <p>When voting by way of telecommunications, supervisors shall, after confirming their votes by signing a written opinion on the matter considered and his/her voting intention, fax the same to the office of the Board of Supervisors. Supervisors shall not merely specify their voting opinions without expressing their written opinions or reasons for voting. Supervisors who cast votes by way of telecommunications shall submit the signed original copy of the voting paper to the Board of Supervisors within the period stipulated in the meeting notice.</p>	<p><del>Article 139</del><b>Article 150</b> The method for conducting businesses at the meetings of the Board of Supervisors: any voting at the Board of Supervisors shall be made on a one-person-one-vote basis in the manner of open and written ballot.</p> <p>The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his/her intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or more of the members of the Board of Supervisors.</p> <p>The Board of Supervisors shall record the decisions on matters discussed in the minutes, and supervisors who attended the meeting shall sign the minutes of the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his/her speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept in the domicile of the Company.</p> <p>When voting by way of telecommunications, supervisors shall, after confirming their votes by signing a written opinion on the matter considered and his/her voting intention, fax the same to the office of the Board of Supervisors. Supervisors shall not merely specify their voting opinions without expressing their written opinions or reasons for voting. Supervisors who cast votes by way of telecommunications shall submit the signed original copy of the voting paper to the Board of Supervisors within the period stipulated in the meeting notice.</p>

Number	Content of Original Article	Content of Finalized Article
224	addition	<p><b>Article 151</b> <u>The board of supervisors shall keep minutes of its decisions on the matters discussed at the meeting. Supervisors attending the meeting shall sign their names on the minutes of the meeting.</u></p> <p><u>A supervisor is entitled to request the points made by him/her as expressed in his/her discussion to be recorded as representations made in the meeting. As the Company's files, the minutes of the meetings of the board of supervisors shall be kept for a period of no less than 10 years.</u></p>
225	addition	<p><b>Article 152</b> <u>A notice of meeting of the board of supervisors shall include the following:</u></p> <p>(1) <u>date and venue of meeting and duration of the meeting;</u></p> <p>(2) <u>reasons and agenda;</u></p> <p>(3) <u>date of issue of the notice.</u></p>
226	<b>Article 140</b> In case that the Board of Supervisors discovers any unusual operation of the Company, the Board of Supervisors may investigate it and, when necessary, may engage professionals, such as lawyers and accounting firms, to assist in the work. Any reasonable expenses incurred thereby shall be borne by the Company.	Adjusted to Article 148(9)
227	<b>Article 141</b> Supervisors shall carry out their supervisory duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.	Adjusted to Article 140

**Chapter 13—Qualifications and Obligations of Directors, Supervisors and Senior Management Officers of the Company**

Number	Content of Original Article	Content of Finalized Article
228	<p><b>Article 142</b> The following persons may not serve as a director, supervisor, the general manager or other senior management officer of the Company:</p> <p>(1) persons with no or limited civil capacity;</p> <p>(2) persons who have been sentenced to criminal punishments due to corruption, bribery, trespass of property, misappropriation of property or damaging the socialist economic order, and less than five years have lapsed since the punishments are fully executed, or persons who have been deprived of political rights due to any criminal offense, and less than five years have lapsed since the punishments are fully executed;</p> <p>(3) persons who have served as a director, factory manager or manager of a company or enterprise that is bankrupt and liquidated, and is personally liable for the bankruptcy of the company or enterprise, and less than three years have elapsed since the date of completion of the bankruptcy liquidation of the company or enterprise;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(4) persons who have served as legal representatives of a company or enterprise that has its business license revoked and is ordered to close down due to violations of the law, and is personally liable for such punishment, and less than three years have elapsed since the date of revocation of the business license of the company or enterprise;</p> <p>(5) persons with a comparatively large amount of overdue debts;</p> <p>(6) persons who have committed criminal offences and are still under investigation by the judicial authority;</p> <p>(7) persons who were not allowed to be heads of enterprises as stipulated by laws and administrative regulations;</p> <p>(8) persons who are not natural persons;</p> <p>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(10) other persons stipulated by relevant laws and regulations of the place where the Company's shares are listed.</p> <p>If the Company elects or appoints any director or supervisor, or engages any senior management officer in violation of the provisions of this Article, the election, appointment or engagement shall be invalid. The Company shall remove a director, supervisor or senior management officer from his/her post if he/she falls under any of the circumstances described in this Article during the term of office.</p>	
229	<p><b>Article 143</b> The validity of the conduct of directors, the general manager, and other senior management officers of the Company who have acted on behalf of the Company with respect to third parties who have acted in good faith shall not be affected due to any irregularity in the employment, election or qualification of such directors, the general manager, and other senior management officers.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
230	<p><b>Article 144</b> In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchanges where the Company's shares are listed, each of the Company's directors, supervisors, the general manager and other senior management officers shall owe the following obligations to each shareholder in the exercise of the functions and powers entrusted to him/her by the Company:</p> <ol style="list-style-type: none"> <li>(1) not to cause the Company to go beyond the business scope specified in its business license;</li> <li>(2) to act honestly in what he/she considers to be in the best interest of the Company;</li> <li>(3) not to deprive in any way the Company of its assets, including (but not limited to) opportunities beneficial to the Company;</li> <li>(4) not to deprive shareholders of their personal rights and interests, including (but not limited to) rights to distributions and to vote, except in a Company reorganization submitted in accordance with the provisions of the Articles of Association and adopted at a shareholders' general meeting.</li> </ol>	deletion
231	<p><b>Article 145</b> Each of the Company's directors, supervisors, the general manager and other senior management officers shall owe a duty, in the exercise of his/her powers or discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under the similar circumstances.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
232	<p><b>Article 146</b> Each director, supervisor, the general manager, and other senior management officer of the Company shall abide by his/her fiduciary principles in the discharge of his/her duties, and not to place himself/herself in a position where his/her own interest and his/her duty may conflict. Such principles include (but are not limited to) the performance of the following obligations:</p> <ol style="list-style-type: none"> <li>(1) to act honestly in what he/she considers to be in the best interest of the Company;</li> <li>(2) to exercise his/her powers within the scope specified and not to act ultra vires;</li> <li>(3) to exercise the discretion vested in him/her personally and not allow himself/herself to act under the direction of another; unless and to the extent permitted by laws, administrative regulations, listing rules of the stock exchanges where the Company's shares are listed or by the shareholders, having been informed of the relevant facts, at a general meeting, not to delegate the exercise of his/her discretion;</li> <li>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</li> </ol>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(5) unless otherwise provided for in the Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) not to use the Company's assets for his/her personal benefit in any manner, without the approval of the shareholders, having been informed of the relevant facts, at a general meeting;</p> <p>(7) not to use his/her position to accept bribes or other illegal income and not to expropriate the Company's property in any manner, including (without limitation) opportunities beneficial to the Company;</p> <p>(8) not to accept commissions in connection with the Company's transactions without the informed consent of shareholders in a general meeting;</p> <p>(9) to abide by the Articles of Association, faithfully perform his/her duties and protect the interests of the Company, and not to use his/her position and powers in the Company to seek personal gain;</p> <p>(10) not to compete with the Company in any way except with the informed consent of shareholders given in a general meeting;</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(11) not to misappropriate the Company's funds, not to open any bank account in his/her own name or other name for the deposit of the Company's assets or funds, and not to violate the provisions of the Articles of Association to lend the Company's funds to others or provide security of the Company's assets for debts of shareholders of the Company or other individuals without the approval of the shareholders given at a general meeting or the Board of Directors;</p> <p>(12) without the informed consent of shareholders in a general meeting, not to disclose confidential information on the Company acquired while in office and not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of information to a court or other governmental authorities is permitted where:</p> <ul style="list-style-type: none"> <li>i. the laws so require;</li> <li>ii. public interests so warrant;</li> <li>iii. the personal interests of the director, the supervisor, the general manager and other senior management officers so require.</li> </ul> <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>	

Number	Content of Original Article	Content of Finalized Article
233	<p><b>Article 147</b> A director, supervisor, the general manager or other senior management officer of the Company shall not direct the following persons or institutions (“related parties”) to do what he/she is not permitted to do:</p> <ol style="list-style-type: none"> <li data-bbox="347 523 868 666">(1) the spouse or minor child of the Company’s director, supervisor, the general manager or other senior management officer;</li> <li data-bbox="347 710 868 927">(2) the trustee of the Company’s director, supervisor, the general manager or other senior management officer or any person referred to in Item (1) of this Article;</li> <li data-bbox="347 972 868 1189">(3) the partner of the Company’s director, supervisor, the general manager or other senior management officer or any person referred to in Items (1) and (2) of this Article;</li> <li data-bbox="347 1234 868 1640">(4) a company in which the Company’s director, supervisor, the general manager or other senior management officer, alone or jointly with the person referred to in Items (1), (2) or (3) of this Article or with other directors, supervisors, the general manager and other senior management officers of the Company, has de facto control; and</li> <li data-bbox="347 1685 868 1859">(5) the directors, supervisors, the general manager and other senior management officers of the controlled company referred to in Item (4) of this Article.</li> </ol>	deletion

Number	Content of Original Article	Content of Finalized Article
234	<p><b>Article 148</b> The fiduciary duties of a director, supervisor, the general manager and other senior management officer of the Company do not necessarily cease with the termination of his/her tenure. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his/her term of office. Other duties may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the occurrence of the matter in question and the termination of his/her term of office and the circumstances and the terms under which the relationships between the Company and him/her are terminated.</p>	deletion
235	<p><b>Article 149</b> Except in the circumstances prescribed in Article 56 of the Articles of Association, liabilities of a director, supervisor, the general manager and other senior management officer of the Company arising from the violation of a specified duty may be released by informed shareholders at a general meeting.</p>	deletion
236	<p><b>Article 150</b> Where a director, supervisor, the general manager or other senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (except for the employment contract between the Company and the director, supervisor or senior management officer), he/she shall declare the nature and extent of his/her interest to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal is otherwise subject to the approval of the Board of Directors under the normal circumstances.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>Subject to such exceptions specified in the Articles of Association as the Hong Kong Stock Exchange may approve, a director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board of Directors in respect of any contract, transaction or arrangement in which he/she or any of his/her close associates as defined in the applicable Listing Rules of the Hong Kong Stock Exchange in effect from time to time has any material interest or any other relevant proposals. Unless the interested director, supervisor, general manager or senior management officer of the Company has disclosed his/her interest in accordance with paragraph one of this Article and the contract, transaction or arrangement has been approved by the Board of Directors at a meeting in which the interested director, supervisor, general manager or senior management officer is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, supervisor, general manager or senior management officer concerned.</p> <p>A director, supervisor, the general manager and other senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his/her related parties have interest.</p>	

Number	Content of Original Article	Content of Finalized Article
237	<p><b>Article 151</b> Where a director, supervisor, the general manager or other senior management officer of the Company gives the Board of Directors a general notice in writing stating that, by reason of the facts stated in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be entered into by the Company, then he/she shall be deemed to have made a disclosure for the purposes of the preceding Article of this Chapter so far as the content stated in such notice is concerned, if such notice shall have been given to the Board of Directors before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.</p>	deletion
238	<p><b>Article 152</b> The Company shall not in any manner pay taxes for its directors, supervisors, general manager or other senior management officers, save and except for the withholding and payment of personal income taxes for the aforementioned persons in accordance with relevant laws and regulations.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
239	<p><b>Article 153</b> The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with a loan to a director, supervisor, the general manager or other senior management officer of the Company or of the Company's controlling shareholders or any of their respective related parties.</p> <p>The foregoing provision shall not apply to the following circumstances:</p> <p>(1) the provision of a loan or a guarantee for a loan by the Company to its subsidiary;</p> <p>(2) the provision in accordance with the terms of an employment contract approved by the shareholders at general meetings of a loan or a guarantee for a loan or any other funds by the Company to any of its directors, supervisors, general manager or other senior management officers to meet expenditure incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform properly his/her duties; and</p> <p>(3) the Company may make a loan to or provide a guarantee for a loan to its relevant directors, supervisors, general manager or other senior management officers or other related parties where the ordinary course of its business is expanded to include the making of loans or the giving of guarantees for loans and provided that the making of such loans or the giving of such guarantees is on normal commercial terms.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
240	<p><b>Article 154</b> A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.</p>	deletion
241	<p><b>Article 155</b> A guarantee for a loan provided by the Company in breach of paragraph one of Article 146 shall be unenforceable against the Company unless:</p> <p>(1) the guarantee was provided in connection with a loan which was made to a related party of any of the Company's directors, supervisors, general manager and other senior management officers or of its controlling shareholders and the lender of such funds did not know of the relevant circumstances at the time of the loan;</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	deletion
242	<p><b>Article 156</b> For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking of or property provided by guarantor to secure the performance of obligations by the obligor.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
243	<p><b>Article 157</b> In addition to any rights and remedies provided for in relevant laws and administrative regulations, the Company is entitled to adopt the following measures where any of its directors, supervisors, general manager or other senior management officers is in breach of his/her duties owed to the Company:</p> <p>(1) to claim against such a director, supervisor, general manager or senior management officer for losses incurred by the Company as a result of his/her breach;</p> <p>(2) to rescind any contract or transaction entered into between the Company and such director, supervisor, general manager or other senior management officer, or between the Company and a third party where such third party has known or should have known such director, supervisor, general manager and other senior management officer that represents the Company has breached his/her duties owed to the Company;</p> <p>(3) to account for the profits made by the director, supervisor, general manager or other senior management officer as a result of his/her breach;</p> <p>(4) to recover any monies received by the director, supervisor, general manager or other senior management officer which should have been received by the Company, including, without limitation, commissions;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(5) to demand the return of the interest earned or which may have been earned by the director, supervisor, general manager or other senior management officer on any monies which should have been paid to the Company; and</p> <p>(6) to request for judgment through legal proceedings that the properties acquired by directors, supervisors, the general manager and other senior management officers through their breach of duties shall belong to the Company.</p>	
244	<p><b>Article 158</b> The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with its directors, supervisors or senior management officers wherein their emoluments are stipulated. The written contract shall include at least the following provisions:</p> <p>(1) directors, supervisors and senior management officers shall undertake to the Company that they will observe and comply with the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other provisions of the Hong Kong Stock Exchange, and agree that the Company is entitled to access to the remedial measures as prescribed in the Articles of Association. The contract and their positions shall not be transferred;</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(2) directors, supervisors and senior management officers shall undertake to the Company (for and on behalf of each shareholder) that they will observe and fulfill their obligations to shareholders stipulated in the Articles of Association;</p> <p>(3) the arbitration clauses as provided in Article 195 of the Articles of Association.</p> <p>The aforesaid emoluments include:</p> <p>(1) emoluments in respect of his/her service as director, supervisor or senior management officer of the Company;</p> <p>(2) emoluments in respect of his/her service as director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; and</p> <p>(4) payments to a director or supervisor for compensation for loss of office, or as consideration in connection with his/her retirement from office.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him/her in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>	
245	<p><b>Article 159</b> In the contract for emoluments entered into by the Company with its director or supervisor: when the Company is being acquired, provisions shall be made for the right of the director or supervisor to receive, after obtaining the prior consent of shareholders in a general meeting, payments or other amounts by way of compensation for loss of office or for his/her retirement from office. For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <ol style="list-style-type: none"> <li>(1) an offer made by any person to all shareholders;</li> <li>(2) an offer made by any person with a view to making the offeror the controlling shareholder. The controlling shareholder shall be the same as that defined in the Articles of Association.</li> </ol> <p>If the relevant director or supervisor does not comply with this Article, any sum received by the director or supervisor on account of the payment shall belong to those persons who have sold their shares as a result of accepting the offer, and the expenses incurred by the director or supervisor in distributing that sum on a pro rata basis among those persons shall be borne by him/her and shall not be deducted from the sum distributed.</p>	deletion

**Chapter 8 Party Organization**

Number	Content of Original Article	Content of Finalized Article
246	<p><b>Article 117</b> The Company shall establish the Communist Party Branch Committee, the establishment and term of which shall be implemented in accordance with relevant documents of the Party. The posts of secretary, deputy secretary and committee members of the Communist Party Branch Committee shall be set up subject to the approval of the Party organization at the higher level, and shall be elected in accordance with the legal provisions of the Party such as the Constitution of the Communist Party of China (hereinafter referred to the “Party Constitution”) and the relevant provisions governing the selection and appointment of enterprise leaders. The Communist Party Branch Committee of the Company shall consist of 5 members, including one secretary and one deputy secretary.</p> <p>The Communist Party Branch Committee shall establish a management system for tenure goals and annual work goals. It shall strictly practice democratic centralism with standardized deliberation and decision-making procedures. The secretary of the committee shall perform the duties of the “first person” responsible for comprehensively and strictly governing the Party, and members of the committee shall fulfill the concept of “one post with dual responsibilities”.</p>	<p><del>Article 117</del> <b>Article 153</b> The Company shall establish the Communist Party Branch Committee, the establishment and term of which shall be implemented in accordance with relevant documents of the Party. The posts of secretary, deputy secretary and committee members of the Communist Party Branch Committee shall be set up subject to the approval of the Party organization at the higher level, and shall be elected in accordance with the legal provisions of the Party such as the Constitution of the Communist Party of China (hereinafter referred to the “Party Constitution”) and the relevant provisions governing the selection and appointment of enterprise leaders. The Communist Party Branch Committee of the Company shall consist of 5 members, including one secretary and one deputy secretary.</p> <p>The Communist Party Branch Committee shall establish a management system for tenure goals and annual work goals. It shall strictly practice democratic centralism with standardized deliberation and decision-making procedures. The secretary of the committee shall perform the duties of the “first person” responsible for comprehensively and strictly governing the Party, and members of the committee shall fulfill the concept of “one post with dual responsibilities”.</p>

Number	Content of Original Article	Content of Finalized Article
	<p><b>Article 118</b> The Company shall adopt a “Bidirectional Access, Cross appointment” leadership mechanism. Members of the Communist Party Branch Committee who meet criteria may join the Board of Directors, the Board of Supervisors or senior management via process stipulated by laws and regulations, and vice versa.</p> <p><b>Article 119</b> The Communist Party Branch of the Company shall perform the following duties and responsibilities:</p> <ol style="list-style-type: none"> <li>(1) to guarantee and supervise the implementation of policies and guidelines of the Party and the State in the Company, and ensure the socialist direction of the Company;</li> <li>(2) to participate in the decision-making of major issues of the Company, advise on major issues related to the reform, development and stability of the Company, and promote the implementation of major decision-making of the Company;</li> <li>(3) to support the shareholders’ general meeting, Board of Directors, Board of Supervisors and management to perform their duties and powers according to law, form a scientific and democratic decision-making mechanism for checks and balances of power and coordination of operations to promote scientific decision-making and achieve the preservation and appreciation of value of state-owned assets;</li> </ol>	<p><del>Article 118</del> <b>Article 154</b> The Company shall adopt a “Bidirectional Access, Cross appointment” leadership mechanism. Members of the Communist Party Branch Committee who meet criteria may join the Board of Directors, the Board of Supervisors or senior management via process stipulated by laws and regulations, and vice versa.</p> <p><del>Article 119</del> <b>Article 155</b> The Communist Party Branch of the Company shall perform the following duties and responsibilities:</p> <ol style="list-style-type: none"> <li>(1) to guarantee and supervise the implementation of policies and guidelines of the Party and the State in the Company, and ensure the socialist direction of the Company;</li> <li>(2) to participate in the decision-making of major issues of the Company, advise on major issues related to the reform, development and stability of the Company, and promote the implementation of major decision-making of the Company;</li> <li>(3) to support the shareholders’ general meeting, Board of Directors, Board of Supervisors and management to perform their duties and powers according to law, form a scientific and democratic decision-making mechanism for checks and balances of power and coordination of operations to promote scientific decision-making and achieve the preservation and appreciation of value of state-owned assets;</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p>(4) to implement Communist Party Branch's subject responsibility and Discipline Inspection Committee's supervision responsibility regarding construction of an uncorrupted party, strictly implement the Anti-corruption Self-discipline Code of Conduct of the Community Party of China, Internal Supervision Provisions of the CPC, Disciplinary Sanction Provisions of the CPC and other rules and regulations, strengthen the management of and supervision over key leaders, key positions and major issues, establish and improve the power supervision mechanism, and improve the effectiveness of supervision;</p> <p>(5) to establish and improve the democratic management system in the form of employees' representatives conference, wholeheartedly rely on the staff and workers, support the work of the employees' representatives conference, promote publicity of the factory affairs and business, implement the staff and workers' right to know, to participate, to express and to supervise, persist on and improve the employee director system and employee supervisor system, and encourage employee representatives to participate in corporate governance in an orderly manner;</p> <p>(6) to strengthen the self-construction of Party organizations, guide the ideological and political work, the building of spiritual civilization, and mass organizations such as labor unions and the Communist Youth League, carry out unified front work and strengthen the construction of corporate culture;</p> <p>(7) other duties that shall be performed by the Communist Party Branch.</p>	<p>(4) to implement Communist Party Branch's subject responsibility and Discipline Inspection Committee's supervision responsibility regarding construction of an uncorrupted party, strictly implement the Anti-corruption Self-discipline Code of Conduct of the Community Party of China, Internal Supervision Provisions of the CPC, Disciplinary Sanction Provisions of the CPC and other rules and regulations, strengthen the management of and supervision over key leaders, key positions and major issues, establish and improve the power supervision mechanism, and improve the effectiveness of supervision;</p> <p>(5) to establish and improve the democratic management system in the form of employees' representatives conference, wholeheartedly rely on the staff and workers, support the work of the employees' representatives conference, promote publicity of the factory affairs and business, implement the staff and workers' right to know, to participate, to express and to supervise, persist on and improve the employee director system and employee supervisor system, and encourage employee representatives to participate in corporate governance in an orderly manner;</p> <p>(6) to strengthen the self-construction of Party organizations, guide the ideological and political work, the building of spiritual civilization, and mass organizations such as labor unions and the Communist Youth League, carry out unified front work and strengthen the construction of corporate culture;</p> <p>(7) other duties that shall be performed by the Communist Party Branch.</p>

Number	Content of Original Article	Content of Finalized Article
	<p><b>Article 120</b> Members of the Discipline Inspection Committee of the Communist Party Branch shall perform the following duties and responsibilities:</p> <ol style="list-style-type: none"> <li>(1) To assist the Communist Party Branch in strengthening Party style construction, organize and coordinate anti-corruption work, provide advices for the Communist Party Branch, report work status to the Communist Party Branch, grab the task decomposition as well as strengthen supervision and inspection so as to facilitate the implementation of the work;</li> <li>(2) to consistently maintain the Party Constitution and other regulations of the Party, strictly execute disciplines with respect to politics, the organisation, the integrity, the mass, the work and the life and ensure the serious restrictions of disciplines;</li> <li>(3) To strengthen the supervision and inspection of the construction of style of work, focus on “formalism, bureaucratism, hedonism and extravagance” problems and accomplish work of supervision, inspection and accountability around the implementation of the principles of “Eight Regulations” of the central government and the specific regulations of the provincial Communist Party Committee;</li> <li>(4) to establish a comprehensive system of correspondence and interviews, accountability, etc.;</li> <li>(5) to strengthen self-construction and try to establish discipline inspection and supervision cadre team with high politic awareness, in-depth profession knowledge and forceful work-style;</li> <li>(6) other duties and responsibilities that shall be performed by the Discipline Inspection Committee.</li> </ol>	<p><del>Article 120</del> <b>Article 156</b> Members of the Discipline Inspection Committee of the Communist Party Branch shall perform the following duties and responsibilities:</p> <ol style="list-style-type: none"> <li>(1) To assist the Communist Party Branch in strengthening Party style construction, organize and coordinate anti-corruption work, provide advices for the Communist Party Branch, report work status to the Communist Party Branch, grab the task decomposition as well as strengthen supervision and inspection so as to facilitate the implementation of the work;</li> <li>(2) to consistently maintain the Party Constitution and other regulations of the Party, strictly execute disciplines with respect to politics, the organisation, the integrity, the mass, the work and the life and ensure the serious restrictions of disciplines;</li> <li>(3) To strengthen the supervision and inspection of the construction of style of work, focus on “formalism, bureaucratism, hedonism and extravagance” problems and accomplish work of supervision, inspection and accountability around the implementation of the principles of “Eight Regulations” of the central government and the specific regulations of the provincial Communist Party Committee;</li> <li>(4) to establish a comprehensive system of correspondence and interviews, accountability, etc.;</li> <li>(5) to strengthen self-construction and try to establish discipline inspection and supervision cadre team with high politic awareness, in-depth profession knowledge and forceful work-style;</li> <li>(6) other duties and responsibilities that shall be performed by the Discipline Inspection Committee.</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p><b>Article 121</b> The Communist Party Branch of the Company shall participate in the decision-making of the following matters:</p> <ol style="list-style-type: none"> <li>(1) the Company's implementation of the Party's policy route, national laws and regulations, and superior's major decisions;</li> <li>(2) the Company's development strategy and mid-to-long-term development plan;</li> <li>(3) the Company's operation and management policy;</li> <li>(4) principles and directional issues of the Company, such as asset restructuring, transfer of property rights, capital operations, and substantial investment;</li> <li>(5) formulation and revision of important reform plans, regulations, rules and systems of the Company;</li> <li>(6) material matters related to the interests of the staff which are required to be submitted to the employees' representatives conference for discussion;</li> <li>(7) important measures taken by the Company in matters involving the political and social responsibilities of the Company such as significant production safety and maintenance of stability;</li> <li>(8) material matters to be referred and reported to the higher authorities;</li> <li>(9) other matters, the decision of which shall involve the Communist Party Branch.</li> </ol>	<p><del>Article 121</del> <b>Article 157</b> The Communist Party Branch of the Company shall participate in the decision-making of the following matters:</p> <ol style="list-style-type: none"> <li>(1) the Company's implementation of the Party's policy route, national laws and regulations, and superior's major decisions;</li> <li>(2) the Company's development strategy and mid-to-long-term development plan;</li> <li>(3) the Company's operation and management policy;</li> <li>(4) principles and directional issues of the Company, such as asset restructuring, transfer of property rights, capital operations, and substantial investment;</li> <li>(5) formulation and revision of important reform plans, regulations, rules and systems of the Company;</li> <li>(6) material matters related to the interests of the staff which are required to be submitted to the employees' representatives conference for discussion;</li> <li>(7) important measures taken by the Company in matters involving the political and social responsibilities of the Company such as significant production safety and maintenance of stability;</li> <li>(8) material matters to be referred and reported to the higher authorities;</li> <li>(9) other matters, the decision of which shall involve the Communist Party Branch.</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p><b>Article 122</b> The Communist Party Branch of the Company shall actively organize and implement the Company’s major decisions and deployment, conduct publicity, motivation and cohesion work, unite and lead all Party members and employees to unify their thoughts and actions into the Company’s strategic development goals and major decisions and deployments to facilitate the reform and development of the Company.</p> <p><b>Article 123</b> The Communist Party Branch of the Company shall strengthen the construction of grass-root Party organizations so as to ensure full coverage of the organization and work of the Party by closely focusing on production and operation. It shall establish and complete systems for regular work review and appraisal for Party building, reporting on annual Party building works to the higher-level Party organization, etc. It shall maintain a serious political life within the Party and strictly implement the systems of “three meetings and one class”, meetings for democratic life and organizational life, democratic consultation and democratic appraisal of Party members and thematic Party day, and promote the normalization and institutionalization of the learning and education model of “two studies and one practicing”. It shall strengthen daily education for Party members and duly perform the work on the development of Party members. It shall conduct innovative organizational activities to give full play to the role of grassroots organizations as strongholds and the role of Party members as pioneers.</p>	<p><del>Article 122</del> <b>Article 158</b> The Communist Party Branch of the Company shall actively organize and implement the Company’s major decisions and deployment, conduct publicity, motivation and cohesion work, unite and lead all Party members and employees to unify their thoughts and actions into the Company’s strategic development goals and major decisions and deployments to facilitate the reform and development of the Company.</p> <p><del>Article 123</del> <b>Article 159</b> The Communist Party Branch of the Company shall strengthen the construction of grass-root Party organizations so as to ensure full coverage of the organization and work of the Party by closely focusing on production and operation. It shall establish and complete systems for regular work review and appraisal for Party building, reporting on annual Party building works to the higher-level Party organization, etc. It shall maintain a serious political life within the Party and strictly implement the systems of “three meetings and one class”, meetings for democratic life and organizational life, democratic consultation and democratic appraisal of Party members and thematic Party day, and promote the normalization and institutionalization of the learning and education model of “two studies and one practicing”. It shall strengthen daily education for Party members and duly perform the work on the development of Party members. It shall conduct innovative organizational activities to give full play to the role of grassroots organizations as strongholds and the role of Party members as pioneers.</p>

**Chapter 9 Financial and Accounting System, Allocation of Profit and Audit****Chapter 14 Part I Financial and Accounting System**

Number	Content of Original Article	Content of Finalized Article
247	<p><b>Article 160</b> The Company shall establish its financial and accounting system in accordance with laws, administrative regulations and the provisions stipulated by the relevant PRC authorities.</p>	<p><b>Article 160</b> The Company shall establish its financial and accounting system in accordance with laws, administrative regulations and the provisions stipulated by the relevant PRC authorities.</p>
248	<p><b>Article 161</b> The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.</p> <p>At the end of each accounting year, the Company shall prepare a financial report which shall be audited according to law.</p> <p>The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations and, in addition, shall also be prepared in accordance with the international accounting standards or the accounting standards of the country or region where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be specifically stated in the financial statements.</p> <p>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the different sets of financial statements shall be adopted.</p>	<p><b>Article 161</b> The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.</p> <p><del>At the end of each accounting year, the Company shall prepare a financial report which shall be audited according to law.</del></p> <p><del>The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations and, in addition, shall also be prepared in accordance with the international accounting standards or the accounting standards of the country or region where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be specifically stated in the financial statements.</del></p>

Number	Content of Original Article	Content of Finalized Article
		<p><del>In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the different sets of financial statements shall be adopted.</del><u>The Company shall submit and disclose the annual report to the relevant securities regulatory authorities within four months from the end of each accounting year, and an interim report to the relevant securities regulatory authorities within two months from the end of the first half of each accounting year.</u></p> <p><u>The aforesaid annual report and interim report shall be prepared in accordance with relevant laws, administrative regulations and the requirements of the relevant securities regulatory authorities.</u></p>
249	<p><b>Article 162</b> The Company's Board of Directors shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and regulatory documents promulgated by the local government and the competent governmental authorities require the Company to prepare.</p>	deletion
250	<p><b>Article 163</b> The Company shall not maintain books of accounts other than those provided for by law. The Company's assets shall not be deposited in an account maintained in the name of any individual.</p>	<p><del><b>Article 163</b></del> <b>Article 162</b> The Company shall not maintain books of accounts other than those provided for by law. The Company's assets shall not be deposited in an account maintained in the name of any individual.</p>

Number	Content of Original Article	Content of Finalized Article
251	<p><b>Article 164</b> The Company's financial reports shall be published on the website of the Hong Kong Stock Exchange and the website of the Company and shall be made available at the Company for inspection by the shareholders at the Company at least 21 days before the date of convocation of its annual general meeting. Each shareholder of the Company has the right to receive a copy of such financial reports mentioned in this Chapter.</p> <p>The financial report mentioned in the preceding paragraph shall include the directors' report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws, and administrative regulations), the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow), or (under the condition of no violation of the PRC laws) financial highlights approved by the Hong Kong Stock Exchange.</p>	deletion
252	<p><b>Article 165</b> The Company shall publish its financial reports twice every accounting year, that is, the interim financial report shall be published within 60 days after the end of the first six months of each accounting year and the annual financial report shall be published within 120 days after the end of each accounting year.</p> <p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations and, in addition, shall be prepared in accordance with the international accounting standards or the accounting standards of the country or region where the Company's shares are listed.</p>	deletion

**Chapter 15— Profit Distribution**

Number	Content of Original Article	Content of Finalized Article
253	<p><b>Article 166</b> When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory common reserve fund. When the cumulated amount of the statutory common reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.</p> <p>Where the statutory common reserve fund of the Company is insufficient to make up for the losses of the Company incurred during the previous years, before making allocation to the statutory common reserve fund in accordance with the preceding paragraph, the profits generated during the current year shall be used to make up for such losses.</p> <p>After making allocation to the statutory common reserve fund of the Company from its after- tax profits, the Company may, subject to resolutions adopted at a shareholders’ general meeting, also allocate funds from the after-tax profits to the discretionary common reserve fund.</p> <p>After making up for the losses and making contributions to the common reserve fund, any remaining after-tax profits shall be distributed by the Company to the shareholders in proportion to their respective shareholdings according to the resolutions adopted at the general meeting.</p> <p>If the shareholders’ general meeting has, in violation of the provisions of the preceding paragraph, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the shareholders must return the profits distributed in violation of the provision to the Company.</p>	<p><del>Article 166</del> <b>Article 163</b> When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory common reserve fund. When the cumulated amount of the statutory common reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.</p> <p>Where the statutory common reserve fund of the Company is insufficient to make up for the losses of the Company incurred during the previous years, before making allocation to the statutory common reserve fund in accordance with the preceding paragraph, the profits generated during the current year shall be used to make up for such losses.</p> <p>After making allocation to the statutory common reserve fund of the Company from its after- tax profits, the Company may, subject to resolutions adopted at a shareholders’ general meeting, also allocate funds from the after-tax profits to the discretionary common reserve fund.</p> <p>After making up for the losses and making contributions to the common reserve fund, any remaining after-tax profits shall be distributed by the Company to the shareholders in proportion to their respective shareholdings according to the resolutions adopted at the general meeting.</p> <p>If the shareholders’ general meeting has, in violation of the provisions of the preceding paragraph, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the shareholders must return the profits distributed in violation of the provision to the Company.</p>

Number	Content of Original Article	Content of Finalized Article
	No profits shall be distributed in respect of the Company's shares held by the Company.	No profits shall be distributed in respect of the Company's shares held by the Company.
254	<p><b>Article 169</b> The Company may distribute dividends in the form of (or a combination of both):</p> <p>(1) cash;</p> <p>(2) shares.</p>	<p><b>Article 164</b> The Company may distribute dividends in the form of (or a combination of both):</p> <p>(1) cash;</p> <p>(2) shares.</p>
255	<p><b>Article 172</b> The cash dividends and other amount paid by the Company to the holders of domestic shares shall be paid in Renminbi. The cash dividends and other amount paid by the Company to the holders of overseas-listed foreign shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The foreign currency required for the payment of cash dividends and other amount by the Company to the holders of overseas-listed foreign shares shall be arranged in accordance with the provisions of the PRC in relation to foreign exchange administration.</p> <p><b>Article 173</b> Unless otherwise provided in the relevant laws and administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average mid-price of the relevant foreign exchange quoted by the People's Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.</p>	<p><b>Article 165</b> The cash dividends and other amount paid by the Company to the holders of domestic shares shall be paid in Renminbi. The cash dividends and other amount paid by the Company to the holders of overseas-listed foreign shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The foreign currency required for the payment of cash dividends and other amount by the Company to the holders of overseas-listed foreign shares shall be arranged in accordance with the provisions of the PRC in relation to foreign exchange administration.</p> <p>Unless otherwise provided in the relevant laws and administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average mid-price of the relevant foreign exchange quoted by the People's Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.</p>

Number	Content of Original Article	Content of Finalized Article
256	<p><b>Article 167</b> Capital reserve fund shall include the following items:</p> <p>(1) premium received when shares are issued at a premium to their par value;</p> <p>(2) any other income required by the finance regulatory department of the State Council to be included in the capital reserve fund.</p>	deletion
257	<p><b>Article 168</b> The reserve fund of the Company can be applied for making up for losses of the Company, expansion of the Company's production and operation or capitalization for capital increase of the Company, but the capital reserve fund cannot be applied for making up for losses of the Company.</p> <p>Where the statutory common reserve fund is converted into capital, the balance of such reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.</p>	<p><del>Article 168</del> <b>Article 166</b> The reserve fund of the Company can be applied for making up for losses of the Company, expansion of the Company's production and operation or capitalization for capital increase of the Company, but the capital reserve fund cannot be applied for making up for losses of the Company.</p> <p>Where the statutory common reserve fund is converted into capital, the balance of such reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.</p>
258	addition	<p><u><b>Article 167</b> After the resolution on the profit distribution plan is made at a general meeting of the Company, the Board of the Company shall complete the distribution of dividends (or shares) within two months from the date of the general meeting.</u></p>
259	<p><b>Article 169</b> The Company may distribute dividends in the form of (or a combination of both):</p> <p>(1) cash;</p> <p>(2) shares.</p>	Adjusted as Article 164

Number	Content of Original Article	Content of Finalized Article
260	<p><b>Article 170</b> Any amount paid up in advance of calls on any share may carry interest but shall not entitle the relevant shareholder to participate in respect thereof in a dividend subsequently declared.</p>	deletion
261	<p><b>Article 171</b> The Company shall appoint a payment receiving agent for holders of overseas- listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas- listed foreign shares, and such payment shall be kept by the payment receiving agent on such shareholders' behalf for any payment to them.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange.</p> <p>The payment receiving agent appointed by the Company for holders of overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which nobody has claimed only after the declaration of such dividends, but such right may only be exercised when the applicable limitation expires.</p>	<p><del>Article 171</del> <b>Article 168</b> The Company shall appoint a payment receiving agent for holders of overseas- listed foreign shares. The payment receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas-listed foreign shares, and such payment shall be kept by the payment receiving agent on such shareholders' behalf for any payment to them.</p> <p>The payment receiving agent appointed by the Company shall satisfy the requirements under the laws of the place where the Company's shares are listed or the rules of the relevant stock exchange.</p> <p><del>The payment receiving agent appointed by the Company for holders of overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</del></p> <p><del>Subject to the relevant laws and regulations of the PRC, the Company may exercise its right to confiscate the dividends which nobody has claimed only after the declaration of such dividends, but such right may only be exercised when the applicable limitation expires.</del></p>

Number	Content of Original Article	Content of Finalized Article
	<p>The Company shall have the right to terminate the serving of dividend warrant to holders of the overseas-listed foreign shares in the form of mailing, but it may exercise this right only if the dividend warrant has not been withdrawn for two consecutive times. If the dividend warrant has not been served to the addressee at the first time and is returned, the Company may then exercise such right.</p> <p>In relation to the exercise of right to issue warrants to bearer, no warrant thereof shall be issued to replace one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed. The Company has the power to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas-listed foreign shares who is untraceable under the following circumstances:</p> <p>(1) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(2) on expiry of the 12-year period the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the Hong Kong Stock Exchange of such intention.</p>	<p><del>The Company shall have the right to terminate the serving of dividend warrant to holders of the overseas-listed foreign shares in the form of mailing, but it may exercise this right only if the dividend warrant has not been withdrawn for two consecutive times. If the dividend warrant has not been served to the addressee at the first time and is returned, the Company may then exercise such right.</del></p> <p><del>In relation to the exercise of right to issue warrants to bearer, no warrant thereof shall be issued to replace one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed. The Company has the power to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas-listed foreign shares who is untraceable under the following circumstances:</del></p> <p><del>(1) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</del></p> <p><del>(2) on expiry of the 12-year period the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the Hong Kong Stock Exchange of such intention.</del></p>

Number	Content of Original Article	Content of Finalized Article
262	<p><b>Article 172</b> The cash dividends and other amount paid by the Company to the holders of domestic shares shall be paid in Renminbi. The cash dividends and other amount paid by the Company to the holders of overseas-listed foreign shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The foreign currency required for the payment of cash dividends and other amount by the Company to the holders of overseas-listed foreign shares shall be arranged in accordance with the provisions of the PRC in relation to foreign exchange administration.</p>	Integrated and adjusted as Article 165
263	<p><b>Article 173</b> Unless otherwise provided in the relevant laws and administrative regulations, if the cash dividends and other payments are to be paid in Hong Kong dollars, the Company shall adopt the average mid-price of the relevant foreign exchange quoted by the People's Bank of China prevailing a calendar week before the date on which the dividends and other payments are declared as the exchange rate therefor.</p>	Integrated and adjusted as Article 165

## Part II Internal Auditing

Number	Content of Original Article	Content of Finalized Article
264	addition	<u><b>Article 169</b> The Company shall implement an internal audit system, and shall engage full-time auditors to carry out internal audit supervision of the Company's financial revenues and expenditures and economic activities.</u>
265	addition	<u><b>Article 170</b> The internal audit system of the Company and the duties of the auditors shall be confirmed by approval of the Board. The person in charge of the audit shall be responsible to the Board and report on his/her work.</u>

**Chapter 16 Part III Appointment of Accounting Firms**

Number	Content of Original Article	Content of Finalized Article
266	<p><b>Article 174</b> The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the PRC to audit the Company's annual financial reports and review the Company's other financial reports.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board of Directors.</p>	<p><del>Article 174</del> <b>Article 171</b> The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the PRC to audit the Company's annual financial reports and review the Company's other financial reports.</p> <p><del>The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.</del></p> <p><del>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board of Directors.</del> <u>to audit the accounting financial statements, verify the net assets and provide other related consulting services. The accounting firm is appointed for one year with the possibility of renewal.</u></p>
267	<p><b>Article 175</b> The accounting firm appointed by the Company 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.</p>	<p><del>Article 175</del> <b>Article 172</b> <u>The accounting firm appointed by the Company 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. The appointment, dismissal, compensation and audit fees of the Company's accounting firm shall be approved by a general meeting, and the Board shall not appoint an accounting firm prior to the decision of the shareholders in a general meeting.</u></p>

Number	Content of Original Article	Content of Finalized Article
268	<p><b>Article 176</b> The accounting firm appointed by the Company shall have the following rights:</p> <p>(1) to review the books, records and vouchers of the Company at any time, and shall have the right to require the directors, general manager or other senior management officers of the Company to supply relevant information and explanations;</p> <p>(2) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties;</p> <p>(3) to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.</p> <p>The Company shall provide the accounting firm appointed with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information. The Company shall not refuse to provide, or conceal or give false information.</p>	<p><del>Article 176</del><b>Article 173</b> <del>The accounting firm appointed by the Company shall have the following rights:</del></p> <p>(1) <del>to review the books, records and vouchers of the Company at any time, and shall have the right to require the directors, general manager or other senior management officers of the Company to supply relevant information and explanations;</del></p> <p>(2) <del>to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties;</del></p> <p>(3) <del>to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.</del></p> <p>The Company shall provide the accounting firm appointed with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information. The Company shall not refuse to provide, or conceal or give false information.</p>

Number	Content of Original Article	Content of Finalized Article
269	<b>Article 177</b> If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period in which a vacancy arises.	deletion
270	<b>Article 178</b> The shareholders in a general meeting may by ordinary resolution remove an accounting firm before the expiry of its term of office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim for damages in respect of such removal.	deletion
271	<b>Article 179</b> The remuneration of an accounting firm or the manner in which such remuneration is determined shall be decided by the shareholders' general meeting.	deletion

Number	Content of Original Article	Content of Finalized Article
272	<p><b>Article 180</b> The Company's appointment, removal and non-renewal of an accounting firm shall be resolved upon by the shareholders in a general meeting. Such resolution shall be filed with the securities regulatory authority of the State Council.</p> <p>Prior to the removal or the non-renewal of the appointment of the accounting firm, an advance notice of such removal or non-renewal shall be given to the accounting firm and such firm shall have the right to state its opinions to the shareholders' general meeting.</p> <p>Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to reappoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent (before notice of the shareholders' general meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations are received too late) take the following measures:</p> <ul style="list-style-type: none"> <li>i. in any notice of meeting held for making the resolution, state the fact of the representations having been made by the leaving accounting firm; and</li> <li>ii. attach a copy of the representations to the notice and send it to each shareholder who is entitled to receive the notice of the shareholders' general meeting in the manner stipulated in the Articles of Association.</li> </ul> <p>(3) If the Company fails to send out the accounting firm's representations in the manner set out in Item (2) of this Article, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(4) An accounting firm which is leaving its post shall be entitled to attend:</p> <ul style="list-style-type: none"> <li>i. the shareholders' general meeting at which its term of office would otherwise have expired;</li> <li>ii. the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and</li> <li>iii. the shareholders' general meeting which is convened as a result of its resignation.</li> </ul> <p>The accounting firm which is leaving its post shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>	

Number	Content of Original Article	Content of Finalized Article
273	<p><b>Article 181</b> If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign its office by depositing at the Company's legal address a written notice of resignation, which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <ul style="list-style-type: none"> <li>i. a statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of the shareholders or creditors of the Company; or</li> <li>ii. a statement of any such circumstances that should be explained.</li> </ul>	<p><del>Article 181</del> <b>Article 174</b> If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p><del>The accounting firm may resign its office by depositing at the Company's legal address a written notice of resignation, which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</del></p> <ul style="list-style-type: none"> <li><del>i. a statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of the shareholders or creditors of the Company; or</del></li> <li><del>ii. a statement of any such circumstances that should be explained.</del></li> </ul>

Number	Content of Original Article	Content of Finalized Article
	<p>The Company shall, within 14 days after receipt of the written notice referred to in paragraph two of this Article, send a copy of the notice to the relevant governing authority. If the notice contains a statement under Item (ii) of paragraph two of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection.</p> <p>If the notice contains the statement as referred in Item (ii) of paragraph two of this Article, the Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed foreign shares (i.e. the shareholder who entitles to receive the notice of shareholders' general meeting and the shareholder who entitles to receive the financial report of the Company) at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement under Item (ii) of paragraph two of this Article, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>	<p><del>The Company shall, within 14 days after receipt of the written notice referred to in paragraph two of this Article, send a copy of the notice to the relevant governing authority. If the notice contains a statement under Item (ii) of paragraph two of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection.</del></p> <p><del>If the notice contains the statement as referred in Item (ii) of paragraph two of this Article, the Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares (i.e. the shareholder who entitles to receive the notice of shareholders' general meeting and the shareholder who entitles to receive the financial report of the Company) at the address registered in the register of shareholders.</del></p> <p><del>Where the accounting firm's notice of resignation contains a statement under Item (ii) of paragraph two of this Article, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</del> <u>30 days in advance. When the Company's shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to present its opinion.</u></p> <p><u>In the event that the accounting firm resigns, it shall explain to the general meeting that there are no improper circumstances.</u></p>

## Chapter 10 Notices and Announcements

~~Chapter 17~~ Part I Notices

Number	Content of Original Article	Content of Finalized Article
274	<p><b>Article 182</b> Notices of the Company may be delivered by the following means:</p> <ol style="list-style-type: none"> <li>(1) by designated person;</li> <li>(2) by mail;</li> <li>(3) by fax or electronic mail;</li> <li>(4) by way of publishing information on the website of the Company and the website designated by the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchanges where the Company's shares are listed;</li> <li>(5) by way of announcement;</li> <li>(6) by any other means as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;</li> <li>(7) by any other means as approved by relevant regulatory authorities at the places where the Company's shares are listed or as specified in the Articles of Association.</li> </ol>	<p><del>Article 182</del> <b>Article 175</b> Notices of the Company may be delivered by the following means:</p> <ol style="list-style-type: none"> <li>(1) by designated person;</li> <li>(2) by mail;</li> <li>(3) by fax or electronic mail;</li> <li>(4) by way of publishing information on the website of the Company and the website designated by the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchanges where the Company's shares are listed;</li> <li>(5) by way of announcement;</li> <li>(6) by any other means as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;</li> <li>(7) by any other means as approved by relevant regulatory authorities at the places where the Company's shares are listed or as specified in the Articles of Association.</li> </ol>

Number	Content of Original Article	Content of Finalized Article
	<p>Unless the context otherwise specifies, the “announcement” referred to in the Articles of Association shall mean, in respect of announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles of Association, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for immediate release on the Company’s website and the website of the Hong Kong Stock Exchange in accordance with the local listing rules.</p>	<p>Unless the context otherwise specifies, the “announcement” referred to in the Articles of Association shall mean, in respect of announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles of Association, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for immediate release on the Company’s website and the website of the Hong Kong Stock Exchange in accordance with the local listing rules. <u>The announcement shall also be published on the Company’s website. In addition, except as otherwise provided in these Articles, a notice must be served by hand or by prepaid letter sent through the post at the address recorded in the register of members of each overseas listed foreign equity shareholder, so as to give the member sufficient notice and time to exercise his rights or to act in accordance with the terms of the notice.</u></p>

Number	Content of Original Article	Content of Finalized Article
	<p>Shareholders or directors who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the correct address by ordinary means or by prepaid mail within the designated periods.</p> <p>Notwithstanding the Articles of Association which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of the Hong Kong Stock Exchange, subject to compliance with the relevant laws and regulations and the Listing Rules of the Hong Kong Stock Exchange as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Listing Rules of the Hong Kong Stock Exchange.</p>	<p><u>Shareholders of the Company's overseas listed foreign shares may elect in writing to receive the corporate communications required to be sent by the Company to its shareholders either electronically or by post, and may choose to receive only the Chinese version or the English version, or both the Chinese and English versions. Shareholders of the Company's overseas listed foreign shares may also modify the manner and language in which they receive the foregoing information by giving reasonable advance written notice to the Company and in accordance with appropriate procedures.</u></p> <p>Shareholders or directors who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the correct address by ordinary means or by prepaid mail within the designated periods.</p> <p>Notwithstanding the Articles of Association which specifies providing and/or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of the Hong Kong Stock Exchange, subject to compliance with the relevant laws and regulations and the Listing Rules of the Hong Kong Stock Exchange as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Listing Rules of the Hong Kong Stock Exchange.</p>

Number	Content of Original Article	Content of Finalized Article
275	addition	<u>Article 176</u> Where a notice is given by the Company by way of announcement, the notice shall be deemed to have been received by all relevant persons once it has been announced.
276	<b>Article 183</b> Unless otherwise stated in the Articles of Association, the various ways of sending notices specified in the preceding paragraph shall apply to the notices of shareholders' general meetings, board meetings and meetings of the Board of Supervisors convened by the Company.	<del>Article 183</del> <b>Article 177</b> Unless otherwise stated in the Articles of Association, the various ways of sending notices specified in the preceding paragraph shall apply to the notices of shareholders' general meetings, board meetings and meetings of the Board of Supervisors convened by the Company.
277	<b>Article 184</b> In respect of the date of receiving a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the addressee on the note of receipt. If the notice is delivered by post, it shall be deemed to be received after 48 hours from the date upon which the post office receives the notice. If the notice is delivered by way of fax or electronic mail or by way of publishing information on websites, it shall be deemed to be received on the date it is sent or published. If the notice is delivered by way of announcement, it shall be deemed to be received on the date on which the announcement is first published. Such announcement shall be published on the newspapers that satisfy the relevant requirements.	<del>Article 184</del> <b>Article 178</b> In respect of the date of receiving a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the addressee on the note of receipt. If the notice is delivered by post, it shall be deemed to be received after 48 hours from the date upon which the post office receives the notice. If the notice is delivered by way of fax or electronic mail or by way of publishing information on websites, it shall be deemed to be received on the date it is sent or published. If the notice is delivered by way of announcement, it shall be deemed to be received on the date on which the announcement is first published. Such announcement shall be published on the newspapers that satisfy the relevant requirements.

Number	Content of Original Article	Content of Finalized Article
278	<b>Article 185</b> In the event that the listing rules of the stock exchange where the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the intent stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by the applicable laws and regulations and pursuant to the applicable laws and regulations.	<del><b>Article 185</b></del> <b>Article 179</b> In the event that the listing rules of the stock exchange where the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the intent stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by the applicable laws and regulations and pursuant to the applicable laws and regulations.
279	addition	<b>Article 180</b> <u>The accidental omission to send notice of a meeting to, or the non-receipt of notice of a meeting by, a person entitled to receive such notice, shall not invalidate the meeting and the resolutions made at the meeting.</u>

### Part II Announcement

Number	Content of Original Article	Content of Finalized Article
280	addition	<b>Article 181</b> <u>The media designated by the Company to publish announcements of the Company and other information required to be disclosed shall comply with the requirements of the regulatory rules of the place where the Company's shares are listed.</u>

**Chapter 11 Merger, Demergers, Capital Increases, Capital Reductions, Dissolutions And Liquidations**

**Chapter 18 Part I Merger, Demergers, Capital Increases and Capital Reductions**

Number	Content of Original Article	Content of Finalized Article
281	<p><b>Article 186</b> In the event of the merger or demerger of the Company, a plan shall be proposed by the Company's Board of Directors and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval formality pursuant to the law. Shareholders who oppose the plan of merger or demerger of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution of merger or demerger of the Company shall constitute special documents which shall be published on the website of the Hong Kong Stock Exchange and the Company's website in accordance with the requirements of the listing rules of the Main Board for inspection by the shareholders.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
282	<p><b>Article 187</b> The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper within 30 days from the date of such resolution</p> <p>Upon the merger, creditors' right or indebtedness of each of the merged parties shall be assumed by the Company which survives the merger or the newly established company resulting from the merger.</p>	<p><del>Article 187</del> <b>Article 182</b> The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p><u>A company that absorbs another company is a merger by absorption, and the absorbed company is dissolved. The merger of two or more companies to form a new company is a de novo merger and the merging parties are dissolved.</u></p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper within 30 days from the date of such resolution.</p> <p><u>Within thirty days from the date of receipt of the notice, or within forty-five days from the date of the announcement if the notice has not been received, creditors may request the Company to settle the debts or provide corresponding guarantees.</u> Upon the merger, creditors' right or indebtedness of each of the merged parties shall be assumed by the Company which survives the merger or the newly established company resulting from the merger.</p>

Number	Content of Original Article	Content of Finalized Article
283	<p><b>Article 188</b> In the event of a demerger of the Company, its assets shall be divided up accordingly.</p> <p>In the event of a demerger, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s resolution on demerger and shall publish an announcement in the newspaper within 30 days.</p> <p>Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the demerger, the succeeded companies after the demerger shall jointly assume the indebtedness of the Company which has been incurred before such demerger.</p>	<p><del>Article 188</del> <b>Article 183</b> In the event of a demerger of the Company, its assets shall be divided up accordingly.</p> <p>In the event of a demerger, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s resolution on demerger and shall publish an announcement in the newspaper within 30 days.</p> <p>Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the demerger, the succeeded companies after the demerger shall jointly assume the indebtedness of the Company which has been incurred before such demerger.</p>
284	<p><b>Article 25</b> The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days from the date of the Company’s resolution for reduction of registered capital and shall publish an announcement in a newspaper within 30 days from the date of such resolution. A creditor has the right within 30 days from the date it receives the above notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the first announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts.</p>	<p><b>Article 184</b> <u>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</u></p> <p><u>The Company shall notify its creditors within 10 days from the date of the resolution for reduction of registered capital and shall publish an announcement in a newspaper within 30 days. A creditor has the right within 30 days from the date it receives the above notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts. The registered capital of the Company after the capital reduction will not be less than the statutory minimum.</u></p>

Number	Content of Original Article	Content of Finalized Article
285	<p><b>Article 189</b> The Company shall, in accordance with laws, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or demerger. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with laws. Where a new company is established, the Company shall apply for registration thereof in accordance with laws.</p>	<p><del>Article 189</del> <b>Article 185</b> The Company shall, in accordance with laws, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or demerger. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with laws. Where a new company is established, the Company shall apply for registration thereof in accordance with laws.</p> <p><u>Should the Company increases or decreases its registered capital, it should register the change with the company registration authority in accordance with the law.</u></p>

**Chapter 19 Part II Dissolution and Liquidation of the Company**

Number	Content of Original Article	Content of Finalized Article
286	<p><b>Article 190</b> In any of the following circumstances, the Company shall be dissolved:</p> <p>(1) the term of operation specified in the Company’s Articles of Association expires or any of the other causes of dissolution specified in the Company’s Articles of Association occurs;</p> <p>(2) special resolution on dissolution is passed by shareholders at a general meeting;</p> <p>(3) dissolution is necessary due to a merger or demerger of the Company;</p> <p>(4) the Company’s business licence is revoked or it is ordered to close down or it is wound up according to laws;</p> <p>(5) the Company is declared bankrupt according to law due to its inability to pay off its due debts;</p> <p>(6) the Company is ordered to close down according to laws due to its violation of the laws and administrative regulations;</p> <p>(7) where the Company’s operations and management encounter serious difficulty, and its continuation will cause substantial loss to the interests of the shareholders and no solution can be found through any other channel, shareholders holding 10% or more of the total voting rights of the Company may make requisition to the People’s Court to dissolve the Company</p>	<p><del>Article 190</del> <b>Article 186</b> In any of the following circumstances, the Company shall be dissolved:</p> <p>(1) the term of operation specified in the Company’s Articles of Association expires or any of the other causes of dissolution specified in the Company’s Articles of Association occurs;</p> <p>(2) special resolution on dissolution is passed by shareholders at a general meeting;</p> <p>(3) dissolution is necessary due to a merger or demerger of the Company;</p> <p>(4) the Company’s business licence is revoked or it is ordered to close down or it is wound up according to laws;</p> <p><del>(5) the Company is declared bankrupt according to law due to its inability to pay off its due debts;</del></p> <p><del>(6) the Company is ordered to close down according to laws due to its violation of the laws and administrative regulations;</del></p> <p><del>(7)</del> where the Company’s operations and management encounter serious difficulty, and its continuation will cause substantial loss to the interests of the shareholders and no solution can be found through any other channel, shareholders holding 10% or more of the total voting rights of the Company may make requisition to the People’s Court to dissolve the Company.</p>

Number	Content of Original Article	Content of Finalized Article
287	addition	<p><u><b>Article 187</b> Where a company is in the situation described in paragraph (1) of Article 186, it may be continued by amending these Articles of Association.</u></p> <p><u>Amendments to these Articles of Association in accordance with the preceding paragraph is subject of approval by more than two-thirds of the voting rights held by the shareholders present at the general meeting.</u></p>
288	<p><b>Article 191</b> Where the Company is dissolved pursuant to Items (1), (2), (4) and (7) of Article 183 hereof, a liquidation committee shall be set up, within 15 days from the date upon which the cause of dissolution arises, to start the liquidation process. The composition of the liquidation committee shall be determined by the shareholders' general meeting by ordinary resolution. In case no such committee is established to proceed with liquidation in time, the creditors may make application to the People's Court for appointing relevant persons to form the liquidation committee for liquidation.</p>	<p><del><b>Article 191</b></del> <b>Article 188</b> Where the Company is dissolved pursuant to Items (1), (2), (4) and (7<del>5</del>) of Article 183<del>6</del> hereof, a liquidation committee shall be set up, within 15 days from the date upon which the cause of dissolution arises, to start the liquidation process. The composition of the liquidation committee shall be determined by the shareholders' general meeting by ordinary resolution. In case no such committee is established to proceed with liquidation in time, the creditors may make application to the People's Court for appointing relevant persons to form the liquidation committee for liquidation.</p>

Number	Content of Original Article	Content of Finalized Article
289	<p><b>Article 192</b> Where the Board of Directors decides to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the Board of Directors shall include a statement in its notice convening the shareholders' general meeting to consider the proposal to the effect that, after making 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 shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's receipts and payments, 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>	deletion

Number	Content of Original Article	Content of Finalized Article
290	<p><b>Article 193</b> During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;</li> <li>(2) to notify creditors by notice or public announcements;</li> <li>(3) to dispose of and liquidate any unfinished businesses of the Company;</li> <li>(4) to pay outstanding taxes and taxes incurred during the liquidation process;</li> <li>(5) to settle claims and debts;</li> <li>(6) to deal with the remaining assets after the Company's debts having been paid in full;</li> <li>(7) to represent the Company in any civil proceedings.</li> </ol>	<p><del>Article 193</del> <b>Article 189</b> During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;</li> <li>(2) to notify creditors by notice or public announcements;</li> <li>(3) to dispose of and liquidate any unfinished businesses of the Company;</li> <li>(4) to pay outstanding taxes and taxes incurred during the liquidation process;</li> <li>(5) to settle claims and debts;</li> <li>(6) to deal with the remaining assets after the Company's debts having been paid in full;</li> <li>(7) to represent the Company in any civil proceedings.</li> </ol>
291	<p><b>Article 194</b> The liquidation committee shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement on a newspaper. The creditors may declare their claims to the liquidation committee within 30 days from the date they receive such notice or within 45 days from the date of announcement if no such notice is received.</p> <p>When declaring the claims, the creditors shall specify the relevant matters about the claims and provide evidences. The liquidation committee shall register such claims.</p> <p>During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>	<p><del>Article 194</del> <b>Article 190</b> The liquidation committee shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement on a newspaper. The creditors may declare their claims to the liquidation committee within 30 days from the date they receive such notice or within 45 days from the date of announcement if no such notice is received.</p> <p>When declaring the claims, the creditors shall specify the relevant matters about the claims and provide evidences. The liquidation committee shall register such claims.</p> <p>During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>

Number	Content of Original Article	Content of Finalized Article
292	<p><b>Article 195</b> The liquidation committee shall, after examining the Company’s assets and preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the shareholders’ general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company’s debts.</p> <p>The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall not commence any new business activities.</p>	<p><del>Article 195</del> <b>Article 191</b> The liquidation committee shall, after examining the Company’s assets and preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the shareholders’ general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company’s debts.</p> <p>The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall not commence any <del>new</del> <u>business activities unrelated with liquidation.</u></p>
293	<p><b>Article 196</b> If the Company is liquidated due to its dissolution and the liquidation committee, having examined the Company’s assets and having prepared a balance sheet and an inventory of assets, discovers that the Company’s assets are insufficient to pay its debts in full, it shall immediately apply to the People’s Court for a declaration of insolvency.</p> <p>After the People’s Court has declared the Company insolvent, the liquidation committee shall turn over any matters regarding the liquidation to the People’s Court.</p>	<p><del>Article 193</del> <b>Article 192</b> If the Company is liquidated due to its dissolution and the liquidation committee, having examined the Company’s assets and having prepared a balance sheet and an inventory of assets, discovers that the Company’s assets are insufficient to pay its debts in full, it shall immediately apply to the People’s Court for a declaration of insolvency.</p> <p>After the People’s Court has declared the Company insolvent, the liquidation committee shall turn over any matters regarding the liquidation to the People’s Court.</p>

Number	Content of Original Article	Content of Finalized Article
294	<p><b>Article 197</b> Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and a statement of the receipts and payments and financial books during the period of liquidation, which shall be examined and verified by the PRC certified public accountants and submitted to the shareholders' general meeting or the People's Court for confirmation. The liquidation committee shall also within 30 days after such confirmation, submit the preceding documents to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>	<p><del><b>Article 197</b></del> <b>Article 193</b> Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and a statement of the receipts and payments and financial books during the period of liquidation, which shall be examined and verified by the PRC certified public accountants and submitted to the shareholders' general meeting or the People's Court for confirmation. The liquidation committee shall also within 30 days after such confirmation, submit the preceding documents to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>
295	addition	<p><b>Article 194</b> <u>The members of the liquidation committee shall perform their duties faithfully and fulfill their liquidation obligations in accordance with the law. Members of the liquidation committee shall not utilize their position to accept bribes or other illegal income, and shall not encroach on the Company's property. If a member of the liquidation committee causes losses to the Company or creditors due to intent or gross negligence, he/she shall be liable for compensation.</u></p>
296	addition	<p><b>Article 195</b> <u>Where the Company has legally declared bankrupt, it shall implement bankruptcy liquidation in accordance with the laws relating to corporate bankruptcy.</u></p>

**Chapter 20 Chapter 12 Amendments to the Articles of Association**

Number	Content of Original Article	Content of Finalized Article
297	<p><b>Article 198</b> The Company may amend the Articles of Association according to the provisions of laws, administrative regulations and the Articles of Association.</p> <p>The Company shall amend the Articles of Association if:</p> <p>(1) there is an amendment of the Company Law of the PRC or other relevant laws or administrative regulations, and items stipulated in the Articles of Association are inconsistent with the amended laws or administrative regulations;</p> <p>(2) there is a change of the circumstances of the Company, and thereby is not in consistent with the items stipulated in the Articles of Association;</p> <p>(3) the shareholders' general meeting has passed a resolution to amend the Articles of Association.</p>	<p><del>Article 198</del><b>Article 196</b> The Company may amend the Articles of Association according to the provisions of laws, administrative regulations and the Articles of Association.</p> <p>The Company shall amend the Articles of Association if:</p> <p>(1) there is an amendment of the Company Law of the PRC or other relevant laws or administrative regulations, and items stipulated in the Articles of Association are inconsistent with the amended laws or administrative regulations;</p> <p>(2) there is a change of the circumstances of the Company, and thereby is not in consistent with the items stipulated in the Articles of Association;</p> <p>(3) the shareholders' general meeting has passed a resolution to amend the Articles of Association.</p>

Number	Content of Original Article	Content of Finalized Article
298	<p><b>Article 199</b> The following procedures shall be followed when amending the Articles of Association:</p> <ol style="list-style-type: none"> <li>(1) The Board of Directors shall firstly adopt a resolution for amendment to the Articles of Association and prepare a proposal for amendment to the Articles of Association;</li> <li>(2) The Board of Directors shall convene a shareholders' general meeting for voting on such proposal thereat;</li> <li>(3) The shareholders' general meeting shall approve such proposal by special resolution;</li> <li>(4) The Company shall submit the amended Articles of Association to the company registration authority for record.</li> </ol>	<p><del>Article 199</del> <b>Article 197</b> The following procedures shall be followed when amending the Articles of Association:</p> <ol style="list-style-type: none"> <li>(1) The Board of Directors shall firstly adopt a resolution for amendment to the Articles of Association and prepare a proposal for amendment to the Articles of Association;</li> <li>(2) The Board of Directors shall convene a shareholders' general meeting for voting on such proposal thereat;</li> <li>(3) The shareholders' general meeting shall approve such proposal by special resolution;</li> <li>(4) The Company shall submit the amended Articles of Association to the company registration authority for record.</li> </ol>
299	<p><b>Article 200</b> Amendment to the Articles of Association which involves the contents of the Mandatory Provisions shall become effective upon approval by the companies approving department authorized by the State Council and securities committee of the State Council. Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws.</p> <p><b>Article 201</b> Where disclosure of the revision of the Articles of Association is required under laws and regulations, it shall be announced in accordance with the relevant provisions.</p>	<p><del>Article 200</del> <b>Article 198</b> Amendment to the Articles of Association which involves the contents of the Mandatory Provisions shall become effective upon approval by the companies approving department authorized by the State Council and securities committee of the State Council. Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws. <u>The Board shall amend the Articles of Association in accordance with the resolution of the general meeting and the approval of the relevant competent authorities to amend the Articles of Association.</u></p> <p><del>Article 201</del> Where disclosure of the revision of the Articles of Association is required under laws and regulations, it shall be announced in accordance with the relevant provisions.</p>

**Chapter 21 Chapter 13 Settlement of Disputes**

Number	Content of Original Article	Content of Finalized Article
300	<p><b>Article 202</b> The Company shall act according to the following principles to settle disputes:</p> <p>(1) For any disputes or claims of rights between holders of overseas-listed foreign shares and the Company; between holders of overseas-listed foreign shares and the directors, supervisors, the general manager or other senior management officers of the Company; between holders of overseas-listed foreign shares and holders of domestic shares, that arise based on the rights and obligations stipulated in the Articles of Association, the Company Law and other relevant laws and administrative regulations, any such disputes or claims of rights relevant to the affairs of the Company shall be referred by the relevant parties to arbitration.</p> <p>Where the abovementioned dispute or claim of rights is referred to arbitration, it shall be the entire claim or dispute, and all persons (being the Company or shareholders, directors, supervisors, the general manager or other senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall abide by arbitration.</p> <p>Disputes regarding definition of shareholders and register of shareholders may be resolved other than by way of by arbitration.</p>	deletion

Number	Content of Original Article	Content of Finalized Article
	<p>(2) The claimant may refer the arbitration either to the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre under its Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If the claimant chooses the Hong Kong International Arbitration Centre for arbitration, either party may request the arbitration to be conducted in Shenzhen in accordance with the provisions of the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights arising out of Item (1) above are settled by way of arbitration, the laws of the People's Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, save as otherwise provided in laws and administrative regulations.</p> <p>(4) The decision made by the arbitral body shall be final and conclusive, and shall be binding on all parties.</p>	

Number	Content of Original Article	Content of Finalized Article
	<p>(5) The arbitration agreement shall be reached by directors, supervisors, the general manager or other senior management and the Company which represents both itself and each of the shareholders.</p> <p>(6) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p>	

~~Chapter 22~~Chapter 14 Supplementary Provisions

Number	Content of Original Article	Content of Finalized Article
301	<p><b>Article 203</b> In the Articles of Association, the meaning of an “accounting firm” is the same as that of “auditors”.</p> <p>In the Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</p> <p>In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” does not include the underlying number.</p>	<p><del>Article 203</del> <b>Article 199</b></p> <p>(1) <u>Controlling shareholders are shareholders whose holdings of ordinary shares (including preferred shares with restored voting rights) account for more than 50% of the total share capital of the Company; for shareholders with shareholdings less than 50%, their voting rights based on their shareholdings are sufficient to exert a significant influence on the resolutions of the shareholders’ meeting.</u></p> <p>(2) <u>An effective controlling party refers to a person who is not a shareholder of the Company, but who, through an investment relationship, agreement or other arrangement, is able to effectively control the Company’s behavior.</u></p> <p>(3) <u>Affiliated relationship refers to the relationship between controlling shareholders, effective controlling parties, directors, supervisors and senior management of the Company and the enterprises directly or indirectly controlled by them, as well as other relationships that may lead to the transfer of the Company’s interests. However, state-owned enterprises are related to each other not only by virtue of being state-owned.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p>In the Articles of Association, the meaning of an “accounting firm” is the same as that of “auditors”. <del>In the Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</del></p> <p>In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” does not include the underlying number.</p>
302	addition	<p><b>Article 200</b> <u>The Board may, in accordance with the provisions of the Articles of Association, formulate the Articles of Association. The Articles of Association shall not contravene the provisions of the Articles of Association.</u></p>
303	<p><b>Article 204</b> The Articles of Association are written in Chinese. Should there be any discrepancies between the versions in other languages and the Chinese version, the Chinese version shall prevail.</p>	<p><del>Article 204</del> <b>Article 201</b> The Articles of Association are written in Chinese. Should there be any discrepancies between the versions in other languages and the Chinese version, the Chinese version <u>as registered at the latest registration by the company registration authorities</u> shall prevail.</p>

Number	Content of Original Article	Content of Finalized Article
304	<p><b>Article 205</b> The power of interpretation of the Articles of Association shall be vested in the Company’s Board of Directors. Any matters not contained in the Articles of Association shall be proposed by the Board of Directors at the shareholders’ general meeting for approval.</p> <p><b>Article 206</b> In accordance with the laws, administrative regulations and the relevant provisions of the securities regulatory authorities of the places where the Company’s shares are listed and in the light of the actual situation of the Company. In the event of any conflict between these Articles and the provisions of the laws, administrative regulations and other relevant regulatory documents promulgated from time to time and the listing rules of the stock exchange where the Company’s shares are listed, the provisions of the laws, administrative regulations and other relevant regulatory documents and the listing rules of the stock exchange where the Company’s shares are listed shall prevail.</p> <p><b>Article 207</b> Upon approval of the Articles of Association at the shareholders’ general meeting, the Articles of Association shall come into effect from the date on which the shares of the Company are listed on the main board of The Stock Exchange of Hong Kong Limited. Prior to the Articles of Association becoming effective, the existing Articles of Association will continue to be in force until the Articles of Association becoming effective.</p> <p>(The remainder of this page is intentionally left blank)</p>	<p><del><b>Article 205</b></del> <b>Article 202</b> The power of interpretation of the Articles of Association shall be vested in the Company’s Board of Directors. Any matters not contained in the Articles of Association shall be proposed by the Board of Directors at the shareholders’ general meeting for approval.</p> <p><del><b>Article 206</b></del> In accordance with the laws, administrative regulations and the relevant provisions of the securities regulatory authorities of the places where the Company’s shares are listed and in the light of the actual situation of the Company. In the event of any conflict between these Articles and the provisions of the laws, administrative regulations and other relevant regulatory documents promulgated from time to time and the listing rules of the stock exchange where the Company’s shares are listed, the provisions of the laws, administrative regulations and other relevant regulatory documents and the listing rules of the stock exchange where the Company’s shares are listed shall prevail.</p> <p><u>If the state or the securities regulatory authority of the place where the Company’s shares are listed stipulates otherwise in respect of the preferred shares, it shall follow its regulations.</u></p>

Number	Content of Original Article	Content of Finalized Article
		<p><del>Article 207</del> Upon approval of the Articles of Association at the shareholders' general meeting, the Articles of Association shall come into effect from the date on which the shares of the Company are listed on the main board of The Stock Exchange of Hong Kong Limited. Prior to the Articles of Association becoming effective, the existing Articles of Association will continue to be in force until the Articles of Association becoming effective. <u>The Article of Association shall come into effect from the date of passing of the resolution at the shareholders' general meeting.</u></p> <p>(The remainder of this page is intentionally left blank)</p>

NOTICE OF EGM



**Suxin Joyful Life Services Co., Ltd.**

**蘇新美好生活服務股份有限公司**

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

**(Stock Code: 2152)**

**NOTICE OF EGM TO BE HELD ON 21 DECEMBER 2023**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “EGM”) of Suxin Joyful Life Services Co., Ltd. (the “**Company**”) will be held at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC at 11:00 a.m. on Thursday, 21 December 2023 for the purpose of the following matter:

**SPECIAL RESOLUTION**

- 1 To consider and approve the proposed amendments to the Articles of Association (Please refer to Appendix I to the circular of the Company for details).

By order of the Board  
**Suxin Joyful Life Services Co., Ltd.**  
**Mr. Cui Xiaodong**  
*Chairman and executive Director*

Suzhou, the People's Republic of China, 1 December 2023

*As at the date of this notice, the executive Directors of the Company are Mr. Cui Xiaodong, Mr. Zhou Jun and Ms. Zhou Lijuan; the non-executive Directors of the Company are Ms. Li Xin, Mr. Cao Bin and Mr. Zhang Jun; and the independent non-executive Directors of the Company are Ms. Zhou Yun, Ms. Xin Zhu and Mr. Liu Xin.*

## NOTICE OF EGM

*Notes:*

- (1) Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company (“**Circular**”) dated 1 December 2023.
- (2) All votes of resolutions at the EGM will be taken by poll pursuant to the Hong Kong Listing Rules (except where the Chairman decides in good faith to allow a resolution which purely relates to procedural or administrative matters to be voted on by a show of hands). The results of the poll will be published on the websites of the Company ([www.suxinfuwu.com](http://www.suxinfuwu.com)) and the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) after the conclusion of the EGM.
- (3) Any Shareholders entitled to attend and vote at the EGM as convened by the notice above can appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and type of Shares in respect of which each proxy is so appointed.
- (4) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her attorney who has been duly authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation’s seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by an attorney of the Shareholder, the power of attorney or other authorization documents shall be notarized. For H Shareholders, the aforementioned documents shall be lodged with our H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the EGM (by 11:00 a.m. on Wednesday, 20 December 2023 (Hong Kong time)) or any adjournment thereof in order to be valid. For Domestic Shareholders, the form or proxy together with the notarized power of attorney or other authorization documents (if any) shall be lodged with the Company’s registered office at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC not less than 24 hours before the time appointed for holding the EGM (by 11:00 a.m. on Wednesday, 20 December 2023) or any adjournment thereof in order to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For determining eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 18 December 2023 to Thursday, 21 December 2023, both days inclusive, during which period no transfer of Shares will be registered. To be eligible for attending and voting at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders), or the Company’s registered office at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC (for Domestic Shareholders) not later than 4:30 p.m. on Friday, 15 December 2023 for registration. Shareholders whose names appear on the register of members of the Company on Thursday, 21 December 2023 shall be entitled to attend and vote at the EGM.
- (6) Shareholders shall produce their identification documents when attending the EGM.
- (7) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of authorization documents issued by such corporate Shareholder.

## NOTICE OF EGM

(8) Shareholders who attend the meeting (in person or by proxy) shall bear their own travelling, food and accommodation and other expenses.

(9) The contact of the Company:

Address: Suxin Joyful Life Services Co., Ltd.  
Room 3001, 30/F, SND International Commerce Tower  
28 Shishan Road, Gaoxin District  
Suzhou, Jiangsu Province, the PRC

Telephone: (86) 0512-68251855

Contact person: Zhao Yu (趙宇)

Email: investors@suxinfuwu.com

(10) Details of the above resolutions to be proposed at the EGM are set out in the circular of the Company.

NOTICE OF H SHARE CLASS MEETING



**Suxin Joyful Life Services Co., Ltd.**

**蘇新美好生活服務股份有限公司**

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

**(Stock Code: 2152)**

**NOTICE OF H SHARE CLASS MEETING  
TO BE HELD ON 21 DECEMBER 2023**

**NOTICE IS HEREBY GIVEN THAT** the H Share Class Meeting (the “**H Share Class Meeting**”) of Suxin Joyful Life Services Co., Ltd. (the “**Company**”) will be held at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC at 12:00 noon (or immediately after the conclusion of the EGM) on Thursday, 21 December 2023 for the purpose of the following matter:

**SPECIAL RESOLUTION**

- 1 To consider and approve the proposed amendments to the Articles of Association (Please refer to Appendix I to the circular of the Company for details).

By order of the Board  
**Suxin Joyful Life Services Co., Ltd.**  
**Mr. Cui Xiaodong**  
*Chairman and executive Director*

Suzhou, the People's Republic of China, 1 December 2023

*As at the date of this notice, the executive Directors of the Company are Mr. Cui Xiaodong, Mr. Zhou Jun and Ms. Zhou Lijuan; the non-executive Directors of the Company are Ms. Li Xin, Mr. Cao Bin and Mr. Zhang Jun; and the independent non-executive Directors of the Company are Ms. Zhou Yun, Ms. Xin Zhu and Mr. Liu Xin.*

## NOTICE OF H SHARE CLASS MEETING

*Notes:*

- (1) Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company (“**Circular**”) dated 1 December 2023.
- (2) All votes of resolutions at the H Share Class Meeting will be taken by poll pursuant to the Hong Kong Listing Rules (except where the Chairman decides in good faith to allow a resolution which purely relates to procedural or administrative matters to be voted on by a show of hands). The results of the poll will be published on the websites of the Company ([www.suxinfuwu.com](http://www.suxinfuwu.com)) and the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) after the conclusion of the H Share Class Meeting.
- (3) Any Shareholders entitled to attend and vote at the H Share Class Meeting as convened by the notice above can appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and type of Shares in respect of which each proxy is so appointed.
- (4) H Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the H Shareholder or his/her attorney who has been duly authorized in writing. If the H Shareholder is a corporation, the form of proxy shall be affixed with the corporation’s seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by an attorney of the H Shareholder, the power of attorney or other authorization documents shall be notarized. For H Shareholders, the aforementioned documents shall be lodged with our H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the H Share Class Meeting (by 12:00 noon on Wednesday, 20 December 2023 (Hong Kong time)) or any adjournment thereof in order to be valid. Completion and delivery of the form of proxy shall not preclude a H Shareholder of the Company from attending and voting in person at the H Share Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For determining H Shareholders’ eligibility to attend and vote at the H Share Class Meeting, the register of H Shareholders of the Company will be closed from Monday, 18 December 2023 to Thursday, 21 December 2023, both days inclusive, during which period no transfer of H Shares will be registered. To be eligible for attending and voting at the H Share Class Meeting, all duly completed transfer forms for H Shareholders accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 15 December 2023 for registration. H Shareholders whose names appear on the register of members of the Company on Thursday, 21 December 2023 shall be entitled to attend and vote at the H Share Class Meeting.
- (6) Shareholders shall produce their identification documents when attending the H Share Class Meeting.
- (7) If a proxy attends the H Share Class Meeting on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the H Share Class Meeting, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of authorization documents issued by such corporate Shareholder.

## NOTICE OF H SHARE CLASS MEETING

- (8) H Shareholders who attend the meeting (in person or by proxy) shall bear their own travelling, food and accommodation and other expenses.
- (9) The contact of the Company:
- |                 |  |
|-----------------|--|
| Address:        | Suxin Joyful Life Services Co., Ltd.<br>Room 3001, 30/F, SND International Commerce Tower<br>28 Shishan Road, Gaoxin District<br>Suzhou, Jiangsu Province, the PRC |
| Telephone:      | (86) 0512-68251855   |
| Contact person: | Zhao Yu (趙宇)   |
| Email:          | investors@suxinfuwu.com  |
- (10) Details of the above resolutions to be proposed at the H Share Class Meeting are set out in the circular of the Company.

NOTICE OF DOMESTIC SHARE CLASS MEETING



**Suxin Joyful Life Services Co., Ltd.**

**蘇新美好生活服務股份有限公司**

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

**(Stock Code: 2152)**

**NOTICE OF DOMESTIC SHARE CLASS MEETING  
TO BE HELD ON 21 DECEMBER 2023**

**NOTICE IS HEREBY GIVEN THAT** the domestic share class meeting (the “**Domestic Share Class Meeting**”) of Suxin Joyful Life Services Co., Ltd. (the “**Company**”) will be held at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC at 1:00 p.m. (or immediately after the conclusion of the H Share Class Meeting or any adjournment thereof) on Thursday, 21 December 2023 for the purpose of the following matter:

**SPECIAL RESOLUTION**

1. To consider and approve the proposed amendments to the Articles of Association (Please refer to Appendix I to the circular of the Company for details).

By order of the Board  
**Suxin Joyful Life Services Co., Ltd.**  
**Mr. Cui Xiaodong**  
*Chairman and executive Director*

Suzhou, the People's Republic of China, 1 December 2023

*As at the date of this notice, the executive Directors of the Company are Mr. Cui Xiaodong, Mr. Zhou Jun and Ms. Zhou Lijuan; the non-executive Directors of the Company are Ms. Li Xin, Mr. Cao Bin and Mr. Zhang Jun; and the independent non-executive Directors of the Company are Ms. Zhou Yun, Ms. Xin Zhu and Mr. Liu Xin.*

## NOTICE OF DOMESTIC SHARE CLASS MEETING

*Notes:*

- (1) Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company (“**Circular**”) dated 1 December 2023.
- (2) All votes of resolutions at the Domestic Share Class Meeting will be taken by poll pursuant to the Hong Kong Listing Rules (except where the Chairman decides in good faith to allow a resolution which purely relates to procedural or administrative matters to be voted on by a show of hands). The results of the poll will be published on the websites of the Company ([www.suxinfuwu.com](http://www.suxinfuwu.com)) and the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) after the conclusion of the Domestic Share Class Meeting.
- (3) Any Domestic Shareholder entitled to attend and vote at the Domestic Share Class Meeting as convened by the notice above can appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a Domestic Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and type of Shares in respect of which each proxy is so appointed.
- (4) Domestic Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Domestic Shareholder or his/her attorney who has been duly authorized in writing. If the Domestic Shareholder is a corporation, the form of proxy shall be affixed with the corporation’s seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by an attorney of the Domestic Shareholder, the power of attorney or other authorization documents shall be notarized. For Domestic Shareholders, the aforementioned documents shall be lodged with Company’s registered office at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC not less than 24 hours before the time appointed for holding the Domestic Share Class Meeting (by 1:00 p.m. on Wednesday, 20 December 2023) or any adjournment thereof in order to be valid. Completion and delivery of the form of proxy shall not preclude a Domestic Shareholder of the Company from attending and voting in person at the Domestic Share Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) For determining eligibility to attend and vote at the Domestic Share Class Meeting, the register of members of the Company will be closed from Monday, 18 December 2023 to Thursday, 21 December 2023, both days inclusive, during which period no transfer of Domestic Shares will be registered. To be eligible for attending and voting at the Domestic Share Class Meeting, all duly completed transfer forms of Domestic Share accompanied by the relevant share certificates must be lodged with the Company’s registered office at Room 3001, 30/F, SND International Commerce Tower, 28 Shishan Road, Gaoxin District, Suzhou, Jiangsu Province, the PRC not later than 4:30 p.m. on Friday, 15 December 2023 for registration. Domestic Shareholders whose names appear on the register of members of the Company on Thursday, 21 December 2023 shall be entitled to attend and vote at the Domestic Share Class Meeting.
- (6) Domestic Shareholders shall produce their identification documents when attending the Domestic Share Class Meeting.
- (7) If a proxy attends the Domestic Share Class Meeting on behalf of a Domestic Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the Domestic Share Class Meeting, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of authorization documents issued by such corporate Shareholder.

## NOTICE OF DOMESTIC SHARE CLASS MEETING

(8) Domestic Shareholders who attend the meeting (in person or by proxy) shall bear their own travelling, food and accommodation and other expenses.

(9) The contact of the Company:

Address: Suxin Joyful Life Services Co., Ltd.  
Room 3001, 30/F, SND International Commerce Tower  
28 Shishan Road, Gaoxin District  
Suzhou, Jiangsu Province, the PRC

Telephone: (86) 0512-68251855

Contact person: Zhao Yu (趙宇)

Email: investors@suxinfuwu.com

(10) Details of the above resolutions to be proposed at the Domestic Share Class Meeting are set out in the circular of the Company.