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中國民航信息網絡股份有限公司
TravelSky Technology Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00696)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules.

The Board proposes to amend the Articles of Association and the proposed amendments are mainly made for the following reasons: (i) to make relevant amendments to meet the latest requirements of the Stock Exchange in relation to the expansion of the paperless listing regime and the electronic dissemination of corporate communications by listed issuers; (ii) to delete or amend the provisions which are obsolete as a result of the repeal of the Special Regulations and the Mandatory Provisions; (iii) to adjust the scope of operation of the Company to align with the text of the approved scope of operation as registered in the business license of the Company; and (iv) to make certain relevant amendments in accordance with the latest amendments to the Company Law which will come into effect on 1 July 2024. Details of the proposed amendments are set out in the Appendix to this announcement.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders at the general meeting of the Company, of which the amendments made pursuant to the new Company Law relating to the powers and functions of the Shareholders' Meeting and the Board of Directors, and the shareholding ratio of the Shareholders' Proposal (i.e. Articles 26, 29, 36, 55, 59 and 94 of the amended Articles of Association) shall become effective on 1 July 2024, subject to the obtaining of Shareholders' approval. The other amendments shall become effective immediately upon obtaining the approval of the Shareholders. The Company will send a circular setting out the details of the proposed amendments to the Articles of Association to the Shareholders as soon as practicable.

The Board considers that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. The Company will continue to review the Company’s Articles of Association in combination with the actual circumstances of the Company and make further proposed amendments to the Company’s Articles of Association in a timely manner, so as to further reflect and implement the latest relevant requirements of the Company Law.

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of directors of the Company
“Company”	TravelSky Technology Limited, a company incorporated under the laws of the PRC whose shares are listed on the Main Board of the Stock Exchange and whose American depositary shares are traded on the over-the-counter market in the United States of America
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or otherwise supplemented from time to time
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) promulgated by the State Council Securities Policy Committee and the State Restructuring Commission on 27 August 1994 (Zhengweifa (1994) No. 21), as amended, modified or otherwise supplemented from time to time
“Shareholders”	the shareholders of the Company
“Special Regulations”	the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council of the PRC on 4 August 1994, as amended, modified or otherwise supplemented from time to time

APPENDIX

Notes:

The following contents involve unified revisions throughout the entire article of the company's articles of association and are not presented one by one in the table below (for the contents of the amendments to the articles of association, the Chinese version shall prevail. Certain amendments to expressions in Chinese version of the articles of association are not applicable to the English version of the articles of association):

1. Replacing all references to "General Meeting of Shareholders" therein with "General Meeting of Shareholders";
2. Replacing all references to "Annual General Meeting" therein with "Annual General Meeting";
3. Replacing all references to "Chief Financial Officer" therein with "Chief Accountant". If there is any duplication with the context of the original clause, delete it;
4. Replacing all references to "Financial Report" therein with "Financial Accounting Report";
5. In addition to the below table, if the chapter/provision number changes due to the addition, deletion or rearrangement of certain provisions, the articles of association and article serial numbers are changed accordingly, including cross-references.

Before amendment		After amendment	
Article 1	TravelSky Technology Limited (hereinafter referred to as the "Company") is a joint stock limited company duly incorporated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations") as well as other relevant laws and administrative regulations and rules.	Article 1	TravelSky Technology Limited (hereinafter referred to as the "Company") is a joint stock limited company duly incorporated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (hereinafter referred to as the "Special Regulations") as well as other relevant laws and administrative regulations and rules.
Article 4	The legal representative of the Company shall be the chairman of the Company's board of directors.	Article 4	The legal representative of the Company shall be the chairman of the Company's board of directors. <u>The appointment and removal of the company's chairman shall be decided by the company's board of directors. When the chairman of the Company resigns, he shall be deemed to have resigned from the legal representative.</u> <u>If the legal representative resigns, the new representative shall be determined within thirty days from the date of resignation of the legal representative by the Company.</u> <u>If the legal representative causes damage to others due to the performance of his duties, the Company may recover the debt from the at-fault legal representative after assuming the corresponding civil liability.</u>

Before amendment		After amendment	
Article 6	The Company amended the original articles of association (hereinafter referred to as the “Original Articles”) and formulated the Articles of Association of the Company (hereinafter referred to as the “Company’s Articles” or the “Articles”) at the General Meeting of Shareholders held on 18 October 2000 in accordance with the Company Law, Special Regulations, Essential Clauses in the Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Essential Clauses”) as well as other relevant laws and administrative regulations.	Article 6	The Company amended the original articles of association (hereinafter referred to as the “Original Articles”) and formulated the Articles of Association of the Company (hereinafter referred to as the “Company’s Articles” or the “Articles”) at the General Meeting of Shareholders held on 18 October 2000 in accordance with the Company Law, Special Regulations, Essential Clauses in the Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Essential Clauses”) <u>regulatory rules of the place where securities are listed</u> as well as other relevant laws and administrative regulations.
Article 7	The Articles shall come into force upon the approval by special resolution at the general meeting of shareholders of the Company and the approval by the examination and approval department as authorized by the State Council (if necessary).	Article 7	The Articles shall come into force upon the approval by special resolution at the general meeting of shareholders of the Company and the approval by the examination and approval department as authorized by the State Council (if necessary).
Article 10	The Company may invest in other enterprises. However, unless the law stipulates otherwise, it shall not become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests.	Article 10	The Company may invest in other enterprises. However, unless <u>If the law stipulates otherwise, it</u> the Company shall not become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests, <u>such law shall prevail.</u>

Before amendment		After amendment	
Article 13	<p>The business scope of the Company shall be subject to the items as approved by the authority responsible for the registration of the Company.</p> <p>The business scope of the Company covers the contracting for computer software and hardware projects; research, development, production, distribution and leasing of computer software, hardware, peripheral and network products as well as technical consulting and services relating to the aforesaid operations; commercial and travel consulting; export of in-house products and technologies and import of raw and auxiliary materials, machineries and equipments, parts and technologies as required for in-house production and scientific research, excluding products and technologies as restricted for trading of the Company and prohibited for export and import by the State; internet information services, except for projects in areas that require the special review and approval by the State, including press, publishing, healthcare, medicine and medical equipments and BBS; and specialized contracting of system integration, electrical engineering and airport air traffic control and terminal weak power systems engineering projects.</p>	Article 13	<p>The business scope of the Company shall be subject to the items as approved by the authority responsible for the registration of the Company.</p> <p>The business scope of the Company; authorized item: <u>internet information service. (items that require approval according to law shall be subject to relevant operations are subject to the approval from the relevant department. Specific business items are subject to approval documents or licenses from relevant department. general items: industrial internet data service, digit technology service, internet data service, network technology service, computer software and hardware and peripheral equipment manufacturing, wholesale of computer hardware and peripherals; retail sale of computer hardware and peripherals; software development; technical services, technical development, technical consultation, technical exchange, technology transfer, technology promotion; information technology consulting services; computer system services; information system operation and maintenance services; sale of communication equipment; leasing services (excluding leasing services requiring permits); software sales; sale of cloud computing equipment; sale of network equipment; technology import and export; goods import and export; information consulting services (excluding consulting services requiring permits); information system integration services; integration of intelligent control systems. (except for projects that require approval in accordance with the law, business activities can be carried out independently in accordance with the law with a business license) (it is not allowed to engage in business activities that are prohibited or restricted by national and municipal industrial policies.)</u></p>

Before amendment		After amendment	
			<p>shall be subject to the items as approved by the authority responsible for the registration of the Company. The business scope of the Company covers the contracting for computer software and hardware projects; research, development, production, distribution and leasing of computer software, hardware, peripheral and network products as well as technical consulting and services relating to the aforesaid operations; commercial and travel consulting; export of in-house products and technologies and import of raw and auxiliary materials, machineries and equipments, instruments and apparatuses, parts and technologies as required for in-house production and scientific research, excluding products and technologies as restricted for trading of the Company and prohibited for export and import by the State; internet information services, except for projects in areas that require the special review and approval by the State, including press, publishing, healthcare, medicine and medical equipments and BBS; and specialized contracting of system integration, electrical engineering and airport air traffic control and terminal weak power systems engineering projects.</p>
Article 15	<p>The Company shall have ordinary shares at all times. Ordinary shares issued by the Company include the “domestic-invested shares” and the “foreign-invested shares”. The Company may have other kinds of shares if necessary, upon the approval of the examination and approval department as authorized by the State Council.</p>	Article 15	<p>The Company shall have ordinary shares at all times. Ordinary shares issued by the Company include the “domestic-invested shares” and the “foreign-invested shares”. The Company may have other kinds of shares if necessary, upon the approval of the examination and approval department as authorized by the State Council.</p> <p><u>All issued shares of the Company are ordinary shares, including domestic shares and H shares, and they are all registered shares.</u></p> <p><u>The issue of shares of the Company shall be conducted in an open, fair and impartial manner. Each share of the same type should have equal rights.</u></p> <p><u>For shares of the same batch issued in the same offering, the issuance conditions and prices per share should be identical. Each unit or individual subscribing to shares should pay the same amount per share.</u></p>

Before amendment		After amendment	
Article 16	All the shares issued by the Company shall have a par value and each value shall bear a par value of Renminbi one yuan.	Article 16	All the shares issued by the Company shall have a par value and each value shall bear a par value of Renminbi one yuan. <u>The Company issues new shares, which can be based on the Company's operations circumstances and financial condition, determine the issuance price of par value of the shares may be based on the face value or may exceed the par value, but shall not be less than the par value.</u>
Article 17	Upon the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and overseas investors.	Article 17	Upon the approval <u>registration or filing</u> of the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and overseas investors.
Article 19	Foreign-invested shares issued by the Company and which are listed in Hong Kong shall be referred to as H shares. H shares shall mean the shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.	Article 19	Foreign-invested shares issued by the Company and which are listed in Hong Kong shall be referred to as H shares. H shares shall mean the shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.
Article 22	The Company's board of directors may take all necessary action for the respective issuance of overseas-listed foreign-invested shares and domestic-invested shares after the proposals for the issuance of the same have been approved by the securities regulatory authorities of the State Council. The Company may implement its proposal to issue overseas-listed foreign-invested shares and domestic-invested shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC").	Article 22	The Company's board of directors may take all necessary action for the respective issuance of overseas-listed foreign-invested shares and domestic-invested shares after the proposals for the issuance of the same have been approved by the securities regulatory authorities of the State Council, <u>and conduct registration or filing and other procedures subject to the regulations and requirement by authorized regulatory authorities including China Securities Regulatory Commission (CSRC).</u> The Company may implement its proposal to issue overseas listed foreign invested shares and domestic invested shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC").

Before amendment		After amendment	
Article 25	<p>The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to relevant provisions of the Company's Articles.</p> <p>The Company may increase its capital in the following ways:</p> <ol style="list-style-type: none"> (1) by offering new shares for subscription by unspecified investors; (2) by placing new shares to its existing shareholders; (3) by allotting bonus shares to its existing shareholders; and (4) by any other means which is permitted by the laws and administrative regulations and rules. <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 Company's Articles, the issuance shall be made in accordance with the procedures set out in the relevant laws and administrative regulations and rules of the State.</p>	Article 25	<p>The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to relevant provisions of the Company's Articles laws and regulations, upon resolutions made by the shareholders' meeting, or decisions made by the board of directors based on authorization from the shareholders' meeting in the following ways:-</p> <p>The Company may increase its capital in the following ways:</p> <ol style="list-style-type: none"> (1) by offering new shares for subscription by unspecified investors public offering of shares; (2) by placing new shares to its existing shareholders non-public offering of shares; (3) by allotting bonus shares to its existing shareholders; and (4) <u>by converting provident fund to capital;</u> (5) by any other means which is permitted by the laws and administrative regulations and rules. <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 Company's Articles, the issuance shall be made in accordance with the procedures set out in the relevant laws and administrative regulations, securities listing regulation and rules of the State.</p>
Article 26	<p>Unless otherwise stipulated in the laws and administrative regulations and rules, shares in the Company shall be freely transferable and are not subject to any lien.</p>	Article 26	<p>Unless otherwise stipulated in the laws and administrative regulations and rules, Shares in the Company shall be freely transferable subject to law, and are not subject to any lien <u>The Company shall not accept its own shares as the subject of pledge.</u></p>

Before amendment		After amendment	
Article 29	<p>The Company may, in accordance with the procedures set out in the Company's Articles and with the approval of the relevant governing authority of the State, repurchase its issued and outstanding shares under the following circumstances:</p> <ol style="list-style-type: none"> (1) cancellation of shares for the purposes of reducing its capital; (2) merging with another company that holds shares in the Company; and (3) other circumstances as permitted by laws and administrative regulations and rules. <p>.....</p>	Article 29	<p>The Company may, in accordance with the procedures set out in the Company's Articles and with the approval of the relevant governing authority of the State, repurchase its issued and outstanding shares under the following circumstances: <u>shall not purchase shares of the Company, except for one of the following circumstances:</u></p> <ol style="list-style-type: none"> (1) cancellation of shares for the purposes of reducing its <u>registered</u> capital; (2) merging with another company that holds shares in the Company; and (3) other circumstances as permitted by laws and administrative regulations and rules. <u>using the shares for the purpose of employee stock ownership plan or as share incentive;</u> (4) <u>being requested to repurchase the shares of the Company by the shareholders who object to the resolutions adopted at the general meeting of shareholders concerning merger or division of the Company;</u> (5) <u>utilising shares for conversion of convertible corporate bonds issued by the Company;</u> (6) <u>necessary for maintenance of the Company's value and shareholders' rights and interests;</u> <p>.....</p>
Article 32	<p>Upon the repurchase of shares pursuant to the laws, the Company shall, within the period as provided by laws and administrative regulations and rules, cancel such shares and apply to the original registration authority for registration of the change in its registered capital. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>	Article 32	<p><u>Upon the repurchase of shares, when there are applicable requirements in laws and regulations, and regulatory rules of the place where securities are listed,</u> pursuant to the laws, the Company shall, within the period as provided by laws and administrative regulations and rules, cancel such shares and apply to the original registration authority for registration of the change in its registered capital. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p>

Before amendment		After amendment	
Article 34	<p>The Company or its subsidiaries shall not, at any time, offer any form of financial assistance to a person who acquires or proposes to acquire shares in the Company. The aforesaid person shall include any person who directly or indirectly incurs any obligation as a result of the acquisition of shares in the Company.</p> <p>The Company or its subsidiaries shall not, at any time, offer any form of financial assistance to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by such person.</p> <p>.....</p>	Article 34	<p>The Company or its <u>holding</u> subsidiaries shall not, at any time, offer any form of financial assistance to a person who acquires or proposes to acquire shares in the Company <u>or its Parent</u>. The aforesaid person shall include any person who directly or indirectly incurs any obligation as a result of the acquisition of <u>these</u> shares in the Company.</p> <p>The Company or its <u>holding</u> subsidiaries shall not, at any time, offer any form of financial assistance to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by such person.</p> <p>.....</p>
Article 36	<p>The following acts shall not be deemed to be acts as prohibited by Article 34 of this chapter:</p> <p>(1) financial assistance is made by the Company in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</p> <p>.....</p>	Article 36	<p>The following acts shall not be deemed to be acts as prohibited by Article 34 of this chapter:</p> <p>(1) financial assistance is made by the Company in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</p> <p><u>(1) For the benefit of the Company, upon resolution by the board of directors, the Company may provide financial assistance for others to acquire shares of the Company or its Parent. However, the financial assistance in an aggregate shall not exceed 10% of the total issued share capital. Resolutions made by the board of directors must be approved by more than two-thirds of all directors;</u></p> <p>.....</p> <p><u>If a violation of clause (1) of this Article causes losses to the Company, the responsible directors and senior management shall be liable for compensation.</u></p>
Article 37	<p>Share certificates of the Company shall be in registered form.</p> <p>The shares of the Company shall bear the following main items:</p> <p>.....</p> <p>(5) other matters as required by the Company Law, Special Regulations and the stock exchange on which the shares of the Company are listed.</p>	Article 37	<p>Share certificates of the Company shall be in registered form.</p> <p>The shares of the Company shall bear the following main items:</p> <p>.....</p> <p>(5) other matters as required by the Company Law, Special Regulations and the stock exchange on which the shares of the Company are listed.</p>

Before amendment		After amendment	
Article 40	<p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <ol style="list-style-type: none"> (1) the name (title), address (domicile), occupation or nature of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder; (4) the serial numbers of the shares held by each shareholder; (5) the date on which each person was registered as a shareholder; and (6) the date on which any shareholder ceased to be a shareholder. 	Article 40	<p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <ol style="list-style-type: none"> (1) the name (title), address (domicile); occupation or nature of each shareholder; (2) the type class and quantity of shares held by each shareholder; (3) the date on which amount paid up on or agreed to be paid up on the shares held by each shareholder obtains shares; (4) the serial numbers of the <u>paper</u> shares held by each shareholder <u>(if applicable)</u>; (5) the date on which each person was registered as a shareholder; and (6) the date on which any shareholder ceased to be a shareholder.
Article 41	<p>The Company may, in accordance with the mutual understanding and agreements made between the securities governing organ of the State Council and overseas securities regulatory organizations, maintain the register of shareholders for holders of overseas-listed foreign-invested shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of overseas-listed foreign-invested shares shall be maintained in Hong Kong.</p> <p>A duplicate register of shareholders for holders of overseas-listed foreign-invested shares shall be maintained at the domicile of the Company. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of shareholders for holders of overseas-listed foreign-invested shares, the original register of shareholders shall prevail.</p>	Article 41	<p>The Company may, in accordance with the mutual understanding and agreements made between the securities governing organ of the State Council and overseas securities regulatory organizations, maintain the register of shareholders for holders of overseas listed foreign invested <u>H</u> shares overseas in <u>Hong Kong</u> and appoint overseas securities registration agent(s) to manage such register of shareholders. The original register of shareholders for holders of overseas listed foreign invested shares shall be maintained in Hong Kong.</p> <p>A duplicate register of shareholders for holders of overseas listed foreign invested <u>H</u> shares shall be maintained at <u>the domicile of the Company</u>. The appointed overseas securities registration agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times. If there is any inconsistency between the original and the duplicate register of shareholders for holders of overseas listed foreign invested <u>H</u> shares, the original register of shareholders shall prevail.</p> <p><u>The register of holders of H shares should be available for inspection by shareholders. The Company's Register of Members will be closed in accordance with the terms equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u></p>

Before amendment		After amendment	
Article 42	<p>The Company shall have a complete register of shareholders.</p> <p>The register of shareholders shall comprise the following parts:</p> <p>.....</p> <p>(2) the register of shareholders in respect of the holders of overseas-listed foreign-invested shares of the Company which is maintained in the same place as the overseas stock exchange on which the shares are listed; and</p> <p>.....</p>	Article 42	<p>The Company shall have a complete register of shareholders.</p> <p>The register of shareholders shall comprise the following parts:</p> <p>.....</p> <p>(2) the register of shareholders in respect of the holders of overseas listed foreign invested shares of the Company which is maintained in the same place as the <u>securities registration agency</u> overseas stock exchange on which the shares are listed; and</p> <p>.....</p>
Article 43	<p>Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.</p> <p>All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with the Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason:</p> <p>(1) a fee of HKD2.5 or such higher amount as agreed by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares;</p> <p>(2) the document of transfer only relates to overseas-listed foreign-invested shares listed in Hong Kong;</p> <p>(3) the stamp duty which is chargeable on the document of transfer has already been paid;</p>	Article 43	<p><u>Amendments or rectification of each part of the register of shareholders shall be made in accordance with applicable rules such as the laws and regulations of the place where each part of the register of shareholders is maintained, securities registration agency, and other applicable rules.</u></p> <p>Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.</p> <p>All overseas listed foreign invested shares listed in Hong Kong which have been fully paid up may be freely transferred in accordance with the Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason:</p> <p>(1) a fee of HKD2.5 or such higher amount as agreed by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares;</p>

Before amendment	After amendment
<p>(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4); and</p> <p>(6) the Company does not have not any lien on the relevant shares.</p> <p>The Company's overseas-listed foreign-invested shares listed in Hong Kong shall be transferred by an instrument in writing in any usual or common form or any other form which the board of directors may approve. Such instrument of transfer may be executed by hand without seal, or if the assignor or the assignee is a clearing house or its nominee, the share transfer form may be executed by hand or in mechanically-printed form. All instruments of transfer must be maintained at the Company's legal address or any other place that the board of directors may designate from time to time.</p> <p>Amendments or rectification of any part of the register of shareholders shall be made in accordance with the law of the place where any part of the register of shareholders is maintained.</p>	<p>(2) the document of transfer only relates to overseas listed foreign invested shares listed in Hong Kong;</p> <p>(3) the stamp duty which is chargeable on the document of transfer has already been paid;</p> <p>(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4); and</p> <p>(6) the Company does not have not any lien on the relevant shares.</p> <p>The Company's overseas listed foreign invested shares listed in Hong Kong shall be transferred by an instrument in writing in any usual or common form or any other form which the board of directors may approve. Such instrument of transfer may be executed by hand without seal, or if the assignor or the assignee is a clearing house or its nominee, the share transfer form may be executed by hand or in mechanically printed form. All instruments of transfer must be maintained at the Company's legal address or any other place that the board of directors may designate from time to time.</p> <p>Amendments or rectification of any part of the register of shareholders shall be made in accordance with the law of the place where any part of the register of shareholders is maintained.</p>

Before amendment		After amendment	
Article 44	Where laws, administrative regulations and rules, departmental rules, normative documents and the relevant stock exchange or regulatory authority where the shares of the Company are listed stipulate on the period of closure of the register of members prior to the date of a general meeting of shareholders or the record date set by the Company for the distribution of dividends, such provisions shall prevail.	Article 44	Where laws, administrative regulations and rules, departmental rules, normative documents and the relevant stock exchange or regulatory authority where the shares of the Company are listed stipulate on the period of closure of the register of members prior to the date of a general meeting of shareholders or the record date set by the Company for the distribution of dividends, <u>Within twenty days before the general meeting or within five days before the record date set by the Company for the distribution of dividends, no changes to the register of shareholders due to share transfers shall be registered. Where the laws, regulations and regulatory rules applicable to the Company, and where securities regulatory authority of the place where securities are listed stipulate, such provisions shall prevail.</u>
Article 45	When the Company needs to convene a general meeting of shareholders, distribute dividends, conduct liquidation or perform other acts as required for the purpose of determining shareholdings, the board of directors shall determine a record date for the determination of shareholdings. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such record date.	Article 45	When the Company needs to convene a general meeting of shareholders, distribute dividends, conduct liquidation or perform other acts as required for the purpose of determining shareholdings, the board of directors shall determine a record date for the determination of shareholdings. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such record date.
Article 47	<p>If the share certificate (the “original certificate”) held by any person who is a registered shareholder or who claims to be entitled to have his/her name (title) entered in the register of shareholders is lost, such person may apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>Application by a holder of domestic-invested shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>Application by a holder of overseas-listed foreign-invested shares, who has lost his/her share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders for holders of overseas-listed foreign-invested shares is maintained, the rules of the stock exchange or other relevant regulations.</p>	Article 47	<p>If the share certificate (the “original certificate”) held by any person who is a registered shareholder or who claims to be entitled to have his/her name (title) entered in the register of shareholders is <u>stolen, lost or disqualified</u>, such person may apply to the Company <u>apply to the applicable laws and regulations, the regulatory rules of the place where securities are listed, and the procedures stipulated in securities registration management.</u></p> <p>Application by a holder of domestic-invested shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>Application by a holder of overseas listed foreign-invested shares, who has lost his/her share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders for holders of overseas listed foreign-invested shares is maintained, the rules of the stock exchange or other relevant regulations.</p>

Before amendment	After amendment
<p>The issue of a replacement share certificate to holders of H shares, who has lost his/her share certificate, shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(3) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) days in such newspapers as prescribed by the board of directors.</p>	<p>The issue of a replacement share certificate to holders of H shares, who has lost his/her share certificate, shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(3) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) days in such newspapers as prescribed by the board of directors.</p>

Before amendment	After amendment
<p>(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p> <p>(5) If, by the expiration of the 90-day period referred to in items (3) and (4) of this article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p> <p>(6) Where the Company issues a replacement share certificate pursuant to this article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p> <p>(7) All expenses relating to the cancellation of an original share certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.</p>	<p>(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p> <p>(5) If, by the expiration of the 90 day period referred to in items (3) and (4) of this article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p> <p>(6) Where the Company issues a replacement share certificate pursuant to this article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p> <p>(7) All expenses relating to the cancellation of an original share certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.</p>

Before amendment		After amendment	
Article 48	Where the Company issues a replacement share certificate pursuant to the Company's Articles, as for a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a owner of the shares (in case of a bona fide purchaser), his/her name (title) shall not be removed from the register of shareholders.	Article 48	Where the Company issues a replacement share certificate pursuant to the Company's Articles, as for a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a owner of the shares (in case of a bona fide purchaser), his/her name (title) shall not be removed from the register of shareholders.
Article 50 For the joint shareholders, if one of the joint shareholders has passed away, the surviving shareholder shall be deemed by the Company to have the ownership of the related shares, but the Board of Directors is entitled to ask for the provision of the suitable death certificate for the purpose of revision of the shareholders' register. For the joint shareholders, only the first named shareholder in the shareholders' register has the right to receive the share certificates of the related shares, receive the notice of the Company, attend the general meeting of shareholders and exercise his/her voting right; while, any notice delivered to the said shareholder shall be deemed as if the notice has been delivered to all of the joint shareholders of the related shares.	<u>Article 49</u> For the joint shareholders, if one of the joint shareholders has passed away, the surviving shareholder shall be deemed by the Company to have the ownership of the related shares, but the Board of Directors is entitled to ask for the provision of the suitable death certificate for the purpose of revision of the shareholders' register. For the joint shareholders, only the first named shareholder in the shareholders' register has the right to receive the share certificates of the related shares, receive the notice of the Company, attend the general meeting of shareholders and exercise his/her voting right; while, any notice delivered to the said shareholder shall be deemed as if the notice has been delivered to all of the joint shareholders of the related shares.
Article 51	The shareholders of ordinary shares of the Company shall enjoy the following rights: (5) the right to obtain relevant information in accordance with the Company's Articles, in which information includes: 1) the right to obtain the Company's Articles, subject to payment of costs;	<u>Article 50</u>	The shareholders of ordinary shares of the Company shall enjoy the following rights: (5) check and copy the Company's Articles, register of shareholders, shareholders' meeting minutes, and financial accounting reports. the right to obtain relevant information in accordance with the Company's Articles, in which information includes: 1) the right to obtain the Company's Articles, subject to payment of costs;

	Before amendment		After amendment
	<p>2) the right to inspect and copy, subject to payment of a reasonable fee:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) personal particulars of each of the directors, supervisors, president and other senior management personnel of the Company, including:</p> <p>(a) present and former name and alias;</p> <p>(b) principal address (place of residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties; and</p> <p>(e) identification documents and the numbers thereof;</p> <p>(iii) status of share capital of the Company;</p> <p>(iv) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount paid by the Company for this purpose; and</p> <p>(v) minutes of shareholders' meetings;</p> <p>.....</p> <p>(7) other rights conferred by laws, administrative regulations and rules as well as the Company's Articles.</p>		<p>2) the right to inspect and copy, subject to payment of a reasonable fee:</p> <p>(i) all parts of the register of shareholders;</p> <p>(ii) personal particulars of each of the directors, supervisors, president and other senior management personnel of the Company, including:</p> <p>(b) present and former name and alias;</p> <p>(b) principal address (place of residence);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties; and</p> <p>(e) identification documents and the numbers thereof;</p> <p>(iii) status of share capital of the Company;</p> <p>(iv) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount paid by the Company for this purpose; and</p> <p>(v) minutes of shareholders' meetings;</p> <p>.....</p> <p>(7) other rights conferred by laws, administrative regulations, regulatory rules of the place where securities are <u>listed</u> and rules as well as the Company's Articles.</p> <p><u>All issued domestic shares and H shares of the Company are ordinary shares. The convening and voting of domestic shareholders' meetings and H-share shareholders' meetings shall be subject to the relevant provisions of Chapter 9 of the Articles "Special Procedures for Voting by a Class of Shareholders".</u></p>

Before amendment		After amendment	
Article 52	<p>The shareholders of ordinary shares of the Company shall assume the 21 following obligations:</p> <p>(1) to comply with the Company's Articles;</p> <p>(3) other obligations imposed by laws, administrative regulations and rules as well as the Company's Articles.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.</p>	<u>Article 51</u>	<p>The shareholders of ordinary shares of the Company shall assume the 21 following obligations:</p> <p>(1) to comply with <u>the laws and regulations as well as the regulatory rules of the place where securities are listed, regulations and regulatory rules applicable to the Company and the Company's</u> Articles;</p> <p>(3) <u>shall not abuse shareholders' rights to harm the interests of the Company or other shareholders;</u></p> <p>(4) <u>other obligations imposed by laws, administrative regulations and rules, laws and regulations and regulatory rules of the place where securities are listed applicable to the Company as well as the Company's</u> Articles.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.</p> <p><u>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.</u></p>

Before amendment		After amendment	
Article 56	<p>The general meeting of shareholders shall exercise the following functions and powers:</p> <p>(1) to decide on the Company's operational policies and investment plans;</p> <p>(6) to examine and approve the Company's proposed annual preliminary and final budgets;</p> <p>(9) to pass resolutions on matters such as merger, division, dissolution and liquidation;</p> <p>(13) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;</p> <p>(14) to examine such proceedings as the assets purchased and sold in one year by the Company exceed 30% of the latest audited total assets of the Company; and</p>	<u>Article 55</u>	<p>The general meeting of shareholders shall exercise the following functions and powers:</p> <p>(1) to decide on the Company's operational policies and investment plans;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration of directors;</p> <p>(5) to examine and approve the Company's proposed annual <u>financial statements preliminary and final budgets;</u></p> <p>(8) to pass resolutions on <u>matters such as the Company's merger, division, dissolution and liquidation or change of corporate form;</u></p> <p>(12) to consider motions raised by shareholders who represent <u>31%</u> or more of the total number of voting shares of the Company;</p> <p>(13) to examine such proceedings as the assets purchased and sold in one year by the Company <u>or provides guarantees to others for an amount exceed 30% of the latest audited total assets of the Company;</u> and</p>

Before amendment		After amendment	
Article 60	<p>The board of directors, the supervisory committee and shareholder(s) who individually or jointly hold(s) 3% or more of the Company's shares are entitled to submit proposals to the Company when it convenes a general meeting of shareholders. The contents of the proposal shall have clear agenda and specific issues for resolution within the terms of reference of the general meeting of shareholders and shall comply with laws, administrative regulations and rules as well as the relevant provisions of the Articles.</p> <p>Shareholder(s) who individually or jointly hold(s) 3% or more of the shares of the Company may submit ad hoc proposals in writing to the convener ten (10) days before the convening of the general meeting of shareholders. The convener shall deliver a supplementary notice of the general meeting of shareholders containing the content of the proposal within two (2) days upon the receipt of the proposal. Where the delivery of the supplementary notice fails to meet the relevant requirements of delivery of the supplementary notice stipulated by the listing rules of stock exchange where the shares of the Company are listed, the Company shall postpone the general meeting of shareholders as appropriate.</p> <p>.....</p>	<u>Article 59</u>	<p>The board of directors, the supervisory committee and shareholder(s) who individually or jointly hold(s) <u>3</u><u>1</u>% or more of the Company's shares are entitled to submit proposals to the Company when it convenes a general meeting of shareholders. The contents of the proposal shall have clear agenda and specific issues for resolution within the terms of reference of the general meeting of shareholders and shall comply with laws, administrative regulations and rules as well as the relevant provisions of the Articles.</p> <p>Shareholder(s) who individually or jointly hold(s) <u>3</u><u>1</u>% or more of the shares of the Company may submit ad hoc proposals in writing to the convener ten (10) days before the convening of the general meeting of shareholders. The convener shall deliver a supplementary notice of the general meeting of shareholders containing the content of the proposal within two (2) days upon the receipt of the proposal. Where the delivery of the supplementary notice fails to meet the relevant requirements of delivery of the supplementary notice stipulated by the listing rules of stock exchange where the shares of the Company are listed, the Company shall postpone the general meeting of shareholders as appropriate.</p> <p>.....</p>
Article 61	No matters that have not been clearly indicated in the notice shall be decided at the extraordinary general meetings.	Article 61	No matters that have not been clearly indicated in the notice shall be decided at the extraordinary general meetings.

Before amendment		After amendment	
Article 63	<p>The notice of the general meeting of shareholders shall be delivered by hand or by pre-paid post to shareholders (whether such shareholder has a voting right at the general meeting of shareholders or not) and the address of the recipient shall be the address registered in the register of shareholders. The notice of the general meeting of shareholders may be in the form of an announcement or email for shareholders of domestic-invested shares.</p> <p>The announcement aforesaid, subject to laws, administrative regulations and rules, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, shall be published in one or more newspapers as specified by the securities regulatory authority of the State Council. All shareholders of domestic-invested shares shall be deemed as having received the notice of the general meeting of shareholders upon the publication of the announcement.</p>	<u>Article 61</u>	<p>The notice of the general meeting of shareholders shall be delivered by hand or by pre-paid post, or <u>announcement or electronic means or other means approved by the regulatory authorities and stock exchanges where the company's securities are listed or stipulated in the company's articles of association</u> to shareholders (whether such shareholder has a voting right at the general meeting of shareholders or not) and the address <u>and email</u> of the recipient shall be the address registered in the register of shareholders <u>or recorded at the securities registration agency</u>. The notice of the general meeting of shareholders may be in the form of an announcement or email for shareholders of domestic invested shares.</p> <p>The announcement aforesaid, subject to laws, administrative regulations and rules, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, shall be published in one or more newspapers as specified by the securities regulatory authority of the State Council. All shareholders of domestic invested shares shall be deemed as having received the notice of the general meeting of shareholders upon the publication of the announcement.</p>
Article 71	<p>.....</p> <p>General resolutions made by the general meeting of shareholders shall be adopted by more than half (1/2) of voting shares held by the shareholders (including their proxies) present at the meeting.</p> <p>.....</p>	<u>Article 69</u>	<p>.....</p> <p>General resolutions made by the general meeting of shareholders shall be adopted by more than half (1/2) of voting shares held by the shareholders (including their proxies) present at the meeting.</p> <p>.....</p>
Article 77	<p>The following matters shall be resolved by a general resolution at the general meeting of shareholders:</p> <p>.....</p> <p>(4) annual preliminary and final budgets, balances sheets, profit and loss accounts and other financial statements of the Company; and</p> <p>.....</p>	<u>Article 75</u>	<p>The following matters shall be resolved by a general resolution at the general meeting of shareholders:</p> <p>.....</p> <p>(4) annual preliminary and final budgets, balances sheets, profit and loss accounts and other financial statements of the Company; and</p> <p>.....</p>

Before amendment		After amendment	
Article 78	<p>The following matters shall be resolved by a special resolution at the general meeting of shareholders:</p> <p>.....</p> <p>(5) purchase or sale of important assets of the Company within one (1) year or amount of guarantee exceeds 30% of the latest audited total assets of the Company; and</p> <p>.....</p>	<u>Article 76</u>	<p>The following matters shall be resolved by a special resolution at the general meeting of shareholders:</p> <p>.....</p> <p>(5) purchase or sale of important assets of the Company within one (1) year or amount of guarantee <u>provided to others</u> exceeds 30% of the latest audited total assets of the Company; and</p> <p>.....</p>
Article 81	<p>The general meetings of shareholders shall be convened by the board of directors and presided over by the chairman of the board. Where the chairman is unable or fails to perform his/her duties, a director elected jointly by more than half (1/2) of the directors shall chair the meeting.</p> <p>.....</p>	<u>Article 79</u>	<p>The general meetings of shareholders shall be convened by the board of directors and presided over by the chairman of the board. Where the chairman is unable or fails to perform his/her duties, a director elected jointly by more than half (1/2) of the directors shall chair the meeting.</p> <p>.....</p>
Article 85	<p>Copies of the minutes of proceedings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the Company shall send a copy of such minutes to him/her within seven (7) days upon the receipt of reasonable fees.</p>	<u>Article 83</u>	<p>Copies of the minutes of <u>the general meeting of shareholders'</u> proceedings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the Company shall send a copy of such minutes to him/her within seven (7) days upon the receipt of reasonable fees.</p>
Article 95	<p>..... (including the number of independent directors falling below the number or proportion required by the listing rules of the place where the Company's securities are listed due to the resignation of independent directors)</p> <p>.....</p> <p>A written notice of the intent of candidates nominated for directors and the candidates' clear indication of their acceptance of nomination shall be delivered to the Company after the date of delivery of the notice of the general meeting of shareholders at which the director is to be elected and at least seven (7) days before the date of such meeting.</p> <p>.....</p>	<u>Article 93</u>	<p>..... (including the number of independent directors falling below the number or proportion required by the listing<u>regulatory</u> rules of the place where the Company's securities are listed due to the resignation of independent directors)</p> <p>.....</p> <p>A written notice of the intent of candidates nominated for directors and the candidates' clear indication of their acceptance of nomination shall be delivered to the Company after the date of delivery of the notice of the general meeting of shareholders at which the director is to be elected and at least seven (7)<u>ten (10)</u> days before the date of such meeting.</p> <p>.....</p>

Before amendment		After amendment	
Article 96	<p>The board of directors shall be accountable to the general meeting of shareholders and shall assume the following functions and powers:</p> <p>.....</p> <p>(4) to formulate the Company's annual preliminary and final budgets;</p> <p>.....</p> <p>(7) to draft plans for the Company's major acquisition or disposal proposals, repurchase of shares of the Company and the merger, division or dissolution or change of corporate form of the Company;</p> <p>.....</p> <p>Other than the board of directors' resolutions in respect of the matters specified in items (6), (7) and (11) of this article which shall be passed by the affirmative vote of more than two-third (2/3) of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of over half (1/2) of all the directors. However, the laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed or the Articles shall prevail.</p>	<u>Article 94</u>	<p>The board of directors shall be accountable to the general meeting of shareholders and shall assume the following functions and powers:</p> <p>.....</p> <p>(4) to formulate preliminary and final budgets; <u>to prepare the Company's annual and semi-annual financial accounting report;</u></p> <p>.....</p> <p>(7) to draft plans for the Company's major acquisition or disposal proposals, repurchase of shares of the Company and <u>formulate the plans for the merger, division or dissolution or change of corporate form of the Company;</u></p> <p>.....</p> <p>Other than the <u>The board of directors'</u> resolutions in respect of the matters specified in items (6), (7) and (11) of this article <u>amendments to article, increase of decrease of registered capital, or resolutions in respect of the Company's merger, division, dissolution or change of corporate form of the Company</u> which shall be passed by the affirmative vote of more than two-third (2/3) of all the directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of over half (1/2) of all the directors. However, the laws, administrative regulations, departmental rules, the listing rules of the place where the Company's securities are listed or the Articles shall prevail.</p>
Article 98	<p>.....</p> <p>When the chairman is unable to perform his/her functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.</p>	<u>Article 96</u>	<p>.....</p> <p>When the chairman is unable to perform his/her functions and powers, a director elected by more than half (1/2) of all the directors shall act on his/her behalf.</p>

Before amendment		After amendment	
Article 100	<p>Notice of board meetings shall be given in the following ways:</p> <p>.....</p> <p>(2) Where the time and venue of regular board meetings have not been specified in advance by the board of directors, the chairman of the board shall give a notice of the time and venue of the meeting to directors by telex, telegraph, fax, express or registered mail or by hand at least ten (10) days in advance, unless as otherwise provided in Article 99.</p> <p>.....</p>	Article 98	<p>Notice of board meetings shall be given in the following ways:</p> <p>.....</p> <p>(3) Where the time and venue of regular board meetings have not been specified in advance by the board of directors, the chairman of the board shall give a notice of the time and venue of the meeting to directors by telex, telegraph, fax, express or registered mail or by hand <u>or other electronic means</u> at least ten (10) days in advance, unless as otherwise provided in Article 99<u>7</u>.</p> <p>.....</p>
Article 102	<p>Board meetings shall be held only if more than half (1/2) of all the directors (including any alternate director appointed by written authorization in accordance with Article 103 of this chapter) are present. Each director shall have one (1) vote. The board of directors' resolutions must be passed by more than half (1/2) of all the directors. The voting system of one-person one-vote shall be applied.</p> <p>.....</p> <p>If any director has any interest in the enterprise(s) involved in the matter to be resolved at the board meeting, such director shall neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors.</p> <p>.....</p>	Article 100	<p>Board meetings shall be held only if more than half (1/2) of all the directors (including any alternate director appointed by written authorization in accordance with Article 103<u>1</u> of this chapter) are present. Each director shall have one (1) vote. The board of directors' resolutions must be passed by more than half (1/2) of all the directors. The voting system of one-person one-vote shall be applied.</p> <p>.....</p> <p>If any director has any interest in the enterprise(s) <u>or individuals</u> involved in the matter to be resolved at the board meeting, such director shall <u>report to the board of directors in writing. Related director</u> neither exercise his/her voting right on such matter, nor exercise voting right on behalf of other directors.</p> <p>.....</p>
Article 104	<p>The board of directors may adopt written resolution to replace convening meetings. However, draft written resolution must be delivered to all directors by hand, mail, telegraph or fax. After the board of directors has delivered the written resolution to all directors and that the number of directors giving consent and sign on the written resolution has reached the quorum, such written resolution, if delivered to the secretary of the board of directors by means of methods referred to above, shall become a board resolution and no convening of a board meeting shall be required.</p>	Article 102	<p><u>The board of directors may hold meetings and vote by the electronic means. Provided that it's in compliance with laws, regulations and regulatory rules of the place where securities are listed,</u> The board of directors may adopt written resolution to replace convening meetings. However, draft written resolution must be delivered to all directors by hand, mail, telegraph or, fax <u>or other electronic means</u>. After the board of directors has delivered the written resolution to all directors and that the number of directors giving consent and sign on the written resolution has reached the quorum, such written resolution, if delivered to the secretary of the board of directors by means of methods referred to above, shall become a board resolution and no convening of a board meeting shall be required.</p>

Before amendment		After amendment	
Article 113	The president, vice-presidents and Chief Financial Officer shall not alter the resolutions of a general meeting of shareholders or a board of directors' meeting or exceed the scope of authorization when performing their functions and powers.	Article 111	The president, vice-presidents and Chief Financial Officer <u>accountant, general counsel and other senior management personnel</u> shall not alter the resolutions of a general meeting of shareholders or a board of directors' meeting or exceed the scope of authorization when performing their functions and powers.
Article 114	The president, vice-presidents and Chief Financial Officer shall act honestly and diligently in accordance with the laws, administrative regulations and rules as well as the Company's Articles when performing their functions and powers.	Article 112	The president, vice-presidents and Chief Financial Officer <u>accountant, general counsel and other senior management personnel</u> shall act honestly and diligently in accordance with the laws, administrative regulations and rules as well as the Company's Articles when performing their functions and powers.
Article 117	The supervisory committee shall comprise at least three (3) supervisors. External supervisors (supervisors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of supervisors in the committee, of which the proportion of staff supervisors shall not be less than one-third (1/3) of the total number of supervisors.	Article 115	The supervisory committee shall comprise at least three (3) supervisors. External supervisors (supervisors who do not assume an internal position of the Company, hereinafter the same) shall account for more than half (1/2) of the total number of supervisors in the committee, of which the proportion of staff supervisors shall not be less than one-third (1/3) of the total number of supervisors.
Article 125	A person may not serve as a director, supervisor, president or senior management personnel of the Company if any of the following circumstances apply: (2) a person who has been found guilty of corruption, bribery, infringement or misappropriation of property or other crimes which destroy the social economic order, and the sentence is served for less than five (5) years or a person who has been deprived of his/her political rights and not more than five (5) years have lapsed since the sentence was served; (3) a person who is a former director, factory manager or president of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;	Article 123	A person may not serve as a director, supervisor, president or senior management personnel of the Company if any of the following circumstances apply: (2) a person who has been found guilty of corruption, bribery, infringement or misappropriation of property or other crimes which destroy the social economic order, and the sentence is served for less than five (5) years or a person who has been deprived of his/her political rights and not more than five (5) years, a person is sentenced to <u>probation and not more than two (2) years since the expiration of the probation period</u> have lapsed since the sentence was served; (3) a person who is a former director, factory manager or president of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;

Before amendment		After amendment	
	<p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable, where less than three (3) years have elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has a relatively large amount of debts which have become due and outstanding;</p>		<p>(4) a person who is a former legal representative of a company or enterprise the business license of which was revoked or <u>ordered to close down</u> due to violation of law and who are personally liable, where less than three (3) years have elapsed since the date of the revocation of the business license or <u>ordered to close down</u>;</p> <p>(5) a person who has a relatively large amount of debts which have become due and outstanding, <u>will be listed as a person subject to execution for breach of trust by the People's Court</u>; <u>If a director is elected or appointed or a senior management personnel is appointed in violation of the provisions of the preceding paragraph, the election, appointment or appointment shall be invalid.</u> <u>If a director or senior management personnel encounters any of the circumstances listed in paragraph 1 of this Article during his/her term of office, the Company has the right to remove him/her from office.</u></p>
Article 128	When exercising their rights or performing their obligations, the directors, supervisors, president and other senior management personnel of the Company shall act with prudence, diligence and skills in accordance with what a reasonably prudent person would have acted under similar circumstances.	<u>Article 126</u>	When exercising their rights or performing their obligations, <u>The directors, supervisors, president and other senior management personnel of the Company shall act with prudence, diligence and skills in accordance with what a reasonably prudent person would have acted under similar circumstances.</u> <u>have a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the Company's interests, and must not use their powers to seek improper benefits.</u> <u>The directors, supervisors, president and other senior management personnel of the Company have a duty of diligence to the Company and by virtue of the management, they should exercise the reasonable concern of managers in performing their duties in the best interests of the Company.</u>
Article 136 (1) the Company provides loans or loan guarantee for its subsidiaries;	<u>Article 134</u> (1) the Company provides loans or loan guarantee for its <u>holding</u> subsidiaries;

Before amendment		After amendment	
Article 141	<p>With the prior approval of the general meeting of shareholders, the Company shall have written contracts with its directors and supervisors in respect of remuneration. The remuneration aforesaid shall include:</p> <ol style="list-style-type: none"> (1) remuneration to act for directors, supervisors or senior management personnel of the Company; (2) remuneration to act for directors, supervisors or senior management personnel of the Company's subsidiaries; (3) remuneration for other management services of the Company and its subsidiaries; and (4) compensation for the loss of office or retirement of such directors or supervisors. <p>Except in accordance with the aforesaid contracts, the directors and supervisors shall not file any lawsuit against the Company in relation to the foregoing matters for the propose of obtaining benefit.</p>	Article 139	<p>With the prior approval of the general meeting of shareholders, The Company shall have written contracts with its directors and supervisors in respect of appointment, term of office, duties, liabilities, remuneration, etc. Among them, the remuneration of directors and supervisors will be subject to the prior approval by the general meeting of shareholders. The remuneration aforesaid shall include: (1) remuneration to act for directors, supervisors or senior management personnel of the Company; (2) remuneration to act for directors, supervisors or senior management personnel of the Company's subsidiaries; (3) remuneration for other management services of the Company and its subsidiaries; and (4) compensation for the loss of office or retirement of such directors or supervisors. Except in accordance with the aforesaid contracts, the directors and supervisors shall not file any lawsuit against the Company in relation to the foregoing matters for the propose of obtaining benefit.</p> <p><u>Directors, supervisors, managers and other senior management personnel of the Company shall report to the Company the shares held by them and their changes during their term of office. The transfer of the Company's shares held by them during their term of office and after their resignation shall comply with the requirements of laws and regulations and regulatory rules of the place where securities are listed.</u></p> <p><u>The Company shall disclose the remuneration received by each director or supervisor during their term of office, as well as the shares of the Company held by directors, supervisors and managers during their term of office and their changes in accordance with the provisions of laws and regulations and the regulatory rules of the place where securities are listed to shareholders.</u></p>
Article 143	<p>The Company must protect the legal rights of its employees, conclude employment contracts with the employees, buy social insurances, reinforce labour protection and implement safe production in accordance with the law.</p> <p>.....</p>	Article 141	<p>The Company mustshall protect the legal rights of its employees, conclude employment contracts with the employees, buy social insurances, reinforce labour protection and implement safe production in accordance with the law.</p> <p>.....</p>

Before amendment		After amendment	
Article 144	<p>The employees of the Company have the right to form a trade union for organization of union activities and protection of legal rights of the employees (in accordance with the <i>Trade Union Law of the People's Republic of China</i>). The Company shall provide necessary convenience for the trade union to organize activities. The trade union of the Company shall represent the employees in entering into collective agreement with the Company in relation to issues including wages, working hours, benefits, insurance, and labour safety and health in accordance with the law.</p>	<u>Article 142</u>	<p>The employees of the Company have the right to form a trade union for organization of union activities and protection of legal rights of the employees (in accordance with the <i>Trade Union Law of the People's Republic of China</i>). The Company shall provide necessary convenience for the trade union to organize activities. The trade union of the Company shall represent the employees in entering into collective agreement with the Company in relation to issues including wages, working hours, <u>rest and holidays, labour safety and health and insurance and benefits,</u> insurance, and labour safety and health in accordance with the law.</p>
Article 145	<p>According to the Constitution and other relevant laws, the Company exercises democratic management through employees' representatives meeting or other means.</p> <p>The Company shall seek advice from the trade union of the Company before making any material decision on its reform and operation and formulation of material regulations and shall convene employees representatives' meeting or by other means to collect opinions and suggestions of the employees.</p>	<u>Article 143</u>	<p>According to the Constitution and other relevant laws, the Company <u>establishes and improves a system with the workers' congress as the basic form democratic management system,</u> exercises democratic management through employees' representatives meeting or other means.</p> <p>The Company shall seek advice from the trade union of the Company before making any material decision on its reform, <u>dissolution, file for bankruptcy</u> and operation and formulation of material regulations and shall convene employees representatives' meeting or by other means to collect opinions and suggestions of the employees.</p>
Article 146	<p>In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i>, organization of the Communist Party of China shall be established. The Party organization shall play a core role in leadership and politics, and shall carry out the works by holding the general direction, controlling the general situation and ensuring implementation. The Company shall set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organisation.</p>	<u>Article 144</u>	<p>In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i>, organization of the Communist Party of China shall be established, <u>to commence the Party activities in the Company. The Company shall provide the necessary conditions for the Party's organized activities.</u> The Party organization shall play a core role in leadership and politics, and shall carry out the works by holding the general direction, controlling the general situation and ensuring implementation. The Company shall set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organisation.</p>

Before amendment		After amendment	
Article 152	<p>The Company shall make the financial report available at the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders. Every shareholder of the Company shall have the right to obtain the financial report mentioned in this chapter.</p> <p>The Company shall send the aforesaid report to each shareholder of overseas-listed foreign-invested shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual general meeting of shareholders, and the address on the register of shareholders shall be the address of the recipients. Without violating the laws, regulations and listing rules of the place where the shares of the Company are listed, the Company may also send or despatch the aforesaid report to the holders of overseas-listed foreign-invested shares through the Company's website or electronically, instead of sending or despatching the same in the manner prescribed in the preceding article.</p>	<u>Article 150</u>	<p>The Company shall make the financial <u>accounting</u> report available at the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders. Every shareholder of the Company shall have the right to obtain the <u>announced</u> its financial <u>accounting</u> report mentioned in this chapter.</p> <p>The Company shall send the <u>annual report, including annual financial accounting report and auditor's aforesaid</u> report to each shareholder of overseas-listed foreign-invested shares by pre-paid post at least twenty-one (21) days prior to the convening of the annual general meeting of shareholders, and the address on the register of shareholders shall be the address of the recipients. Without violating the laws, regulations and <u>regulatory rules of the place where securities are listed</u> listing rules of the place where the shares of the Company are listed, the Company may also send or despatch the aforesaid report to the holders of overseas-listed foreign-invested shares <u>shareholders</u> through the Company's website or electronically, instead of sending or despatching the same in the manner prescribed in the preceding article.</p>
Article 155	<p>The Company shall publish its financial report twice in each accounting year, that is, to publish its interim financial report within sixty (60) days after the end of the first six (6) months of an accounting year, and to publish its annual financial report within one hundred and twenty (120) days after the end of an accounting year.</p>	<u>Article 153</u>	<p>The Company shall publish its financial report twice in each accounting year, that is, to publish its interim financial report within sixty (60) <u>ninety (90)</u> days after the end of the first six (6) months of an accounting year, and to publish its annual financial <u>accounting</u> report within one hundred and twenty (120) days after the end of an accounting year.</p>
Article 157	<p>The after-tax profit of the Company shall be distributed in the following order of priority:</p> <p>.....</p> <p>(4) paying dividends to shareholders of ordinary shares.</p> <p>.....</p>	<u>Article 155</u>	<p>The after-tax profit of the Company shall be distributed in the following order of priority:</p> <p>.....</p> <p>(4) paying dividends to shareholders of ordinary shares.</p> <p>.....</p>

Before amendment		After amendment	
Article 160	<p>.....</p> <p>When the Company converts the reserve to capital by resolution of the general meeting of shareholders, the Company shall distribute new shares to its shareholders in proportion to their respective existing shareholdings or increase the par value of each share, provided that where the statutory reserve is converted into capital, the balance of such reserve shall not fall below 25% of the Company's registered capital prior to such conversions.</p>	Article 158	<p>.....</p> <p>When the Company converts the reserve to <u>registered</u> capital by resolution of the general meeting of shareholders, the Company shall distribute new shares to its shareholders in proportion to their respective existing shareholdings or increase the par value of each share, provided that where the statutory reserve is converted into <u>registered</u> capital, the balance of such reserve shall not fall below 25% of the Company's registered capital prior to such conversions.</p>
Article 163	<p>The Company shall distribute dividends and other amounts which are payable to holders of domestic-invested shares in Renminbi. The Company shall calculate and declare dividends and other payments which are payable to holders of overseas-listed foreign-invested shares in Renminbi, and shall pay such amounts in Hong Kong Dollars. As for the foreign currency needed by the Company for payment of cash dividends and other funds which are payable to holders of overseas-listed foreign-invested shares, it shall be handled in accordance with any related national regulations on foreign exchange control.</p>	Article 161	<p>The Company shall distribute dividends and other amounts which are payable to holders of domestic-invested shares in Renminbi. The Company shall calculate and declare dividends and other payments which are payable to holders of overseas-listed foreign-invested <u>H</u> shares in Renminbi, and shall pay such amounts in Hong Kong Dollars. As for the foreign currency <u>Hong Kong Dollars</u> needed by the Company for <u>payment of cash dividends and other funds</u> which are payable to holders of overseas-listed foreign-invested <u>H</u> shares, it shall be handled in accordance with any related national regulations on foreign exchange control.</p>
Article 165	<p>The board of directors may determine to declare half-yearly dividends or special dividends, provided that the distribution is compliant with Article 56 (2) and Article 96 (16) of this Articles.</p>	Article 163	<p>The board of directors may determine to declare half-yearly dividends or special dividends, provided that the distribution is compliant with <u>laws and regulations, regulatory rules of the place where securities are listed and Article 556 (2) and Article 946 (16)</u> of this Articles.</p>
Article 166	<p>The Company shall appoint receiving agents for holders of the overseas-listed foreign-invested shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of the overseas-listed foreign-invested shares on such shareholders' behalf.</p> <p>The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place at which the stock exchange on which the Company's shares are listed or the relevant regulations of such stock exchange.</p> <p>The receiving agents appointed for holders of the overseas-listed foreign-invested shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	Article 164	<p>The Company shall appoint receiving agents for holders of the overseas-listed foreign-invested <u>H</u> shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of the overseas-listed foreign-invested <u>H</u> shares on such shareholders' behalf.</p> <p>The receiving agents appointed by the Company shall meet the relevant requirements of <u>regulatory rules of the place where securities are listed, the laws of the place at which the stock exchange on which the Company's shares are listed or the relevant regulations applicable to</u> such stock exchange.</p> <p>The receiving agents appointed for holders of the overseas-listed foreign-invested shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>

	Before amendment		After amendment
Article 173	<p>The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders. Leaving herein shall include dismissal, resignation and retirement.</p> <p>(2) If the accounting firm about to leave the office makes a written statement, and requests the Company to inform the shareholders of its statement, unless the time of receiving the written statement is too late, the Company shall adopt the following measures:</p> <ol style="list-style-type: none"> 1) stating in the notice issued for making resolutions that the accounting firm about to leave the office has made a statement; and 2) sending the duplicate copy of the statement in the form of an attachment to the notice to shareholders in a way stipulated by the Articles. 	Article 171	<p>The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by <u>ordinary resolution of the general meeting of shareholders</u>, and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders. Leaving herein shall include dismissal, resignation and retirement.</p> <p>(2) If the accounting firm about to leave the office makes a written statement, and requests the Company to inform the shareholders of its statement, unless the time of receiving the written statement is too late, the Company shall adopt the following measures:</p> <ol style="list-style-type: none"> 1) stating in the notice issued for making resolutions that the accounting firm about to leave the office has made a statement; and 2) sending the duplicate copy of the statement in the form of an attachment to the notice to shareholders in a way stipulated by the Articles.

Before amendment		After amendment	
	<p>(3) If the Company fails to send the statement of the relevant accounting firm according to the above provisions of para (2), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p> <p>(4) The departing accounting firm shall have the right to attend the following meetings:</p> <ol style="list-style-type: none"> 1) general meeting of shareholders at which its term of office shall expire; 2) general meeting of shareholders at which the vacancy due to its dismissal is to be filled up; and 3) general meeting of shareholders convened due to its resignation from its office. <p>The departing accounting firm shall have the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches as the previous accounting firm appointed by the Company at the aforesaid meetings with regard to matters involving its duties.</p>		<p>(3) If the Company fails to send the statement of the relevant accounting firm according to the above provisions of para (2), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p> <p>(4) The departing accounting firm shall have the right to attend the following meetings:</p> <ol style="list-style-type: none"> 1) general meeting of shareholders at which its term of office shall expire; 2) general meeting of shareholders at which the vacancy due to its dismissal is to be filled up; and 3) general meeting of shareholders convened due to its resignation from its office. <p>The departing accounting firm shall have the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches as the previous accounting firm appointed by the Company at the aforesaid meetings with regard to matters involving its duties.</p>

Before amendment		After amendment	
Article 174	<p>Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment. Such accounting firm shall have the right to make representations at the general meeting of shareholders. Where the accounting firm resigns from its office, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice 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 contain the following statements:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of any such circumstances.</p>	<u>Article 172</u>	<p>PriorA notice shall be given to the accounting firm <u>immediately after the resolution made by the board of directors</u> if the Company decides to remove such accounting firm or not to renew the appointment. <u>When the Company's general meeting votes on the removal of the accounting firm, the accounting firm shall be allowed to make representations. The general meeting will make resolutions on the dismissal and change of accounting firm. The Company shall state the specific reasons for dismissal or replacement and the accounting firm's representations when disclosing the decision.</u>Such accounting firm shall have the right to make representations at the general meeting of shareholders. Where the accounting firm resigns from its office, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p><u>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice 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 contain the following statements:</u></p> <p><u>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</u></p> <p><u>(2) a statement of any such circumstances.</u></p>

Before amendment		After amendment	
	<p>The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the notice. If the notice carries the statements mentioned in para (2) of Article 173 above, the Company shall deposit a duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send a duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address in the register of shareholders shall be the address of the recipients.</p> <p>If the resignation notice of an accounting firm carries any statement about circumstances that should be clarified, the accounting firm may ask the board of directors to convene an extraordinary general meeting of shareholders to listen to its explanation on relevant circumstances of its resignation.</p>		<p>The Company shall send copies of the aforesaid written notice to relevant competent authorities within fourteen (14) days from the date of receiving the notice. If the notice carries the statements mentioned in para (2) of Article 173 above, the Company shall deposit a duplicate copy of the statements in the Company for shareholders' reference. The Company shall also send a duplicate copy of the aforesaid statements to each shareholder of overseas-listed foreign-invested shares by prepaid post, and the address in the register of shareholders shall be the address of the recipients.</p> <p>If the resignation notice of an accounting firm carries any statement about circumstances that should be clarified, the accounting firm may ask the board of directors to convene an extraordinary general meeting of shareholders to listen to its explanation on relevant circumstances of its resignation.</p>
Article 175	<p>For a merger or division of the Company, the board of directors shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in the Company's Articles. Shareholders who oppose the Company's merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price.</p> <p>The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders. With regard to holders of overseas-listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</p>	Article 173	<p>For a merger or division of the Company, the board of directors shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in the Company's Articles. Shareholders who oppose the Company's merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a <u>reasonable</u>fair price.</p> <p>The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders. With regard to holders of overseas listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</p>

Before amendment		After amendment	
Article 179	<p>The Company shall be dissolved and liquidated according to laws upon the occurrence of any of the following events:</p> <p>.....</p> <p>(4) the Company is legally ordered to close down due to the violation of laws and administrative regulations and rules.</p>	<u>Article 177</u>	<p>The Company shall be dissolved and liquidated according to laws upon the occurrence of any of the following events:</p> <p>.....</p> <p>(4) the Company is legally <u>revoked the business license,</u> ordered to close down <u>or revoked</u> due to the violation of laws and administrative regulations and rules.</p> <p><u>If the Company encounters the reasons for dissolution specified in the preceding paragraph, it shall publicize the reasons for dissolution through the national enterprise credit publicity system within ten(10) days.</u></p>
Article 182	<p>The liquidation committee shall inform its creditors within ten (10) days following its establishment, and shall publish a public notice in newspaper at least three (3) times within sixty (60) days. The liquidation committee shall register the creditors' rights.</p>	<u>Article 180</u>	<p>The liquidation committee shall inform its creditors within ten (10) days following its establishment, and shall publish a public notice in newspaper <u>or the national enterprise credit information publicity system</u> at least three (3) times within sixty (60) days. The liquidation committee shall register the creditors' rights.</p>
Article 183	<p>The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>.....</p> <p>(4) to pay all outstanding taxes;</p> <p>.....</p> <p>(6) to deal with the remaining assets after repayment by the Company of its debts; and</p> <p>.....</p>	<u>Article 181</u>	<p>The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>.....</p> <p>(4) to pay all outstanding taxes <u>and taxes incurred during liquidation;</u></p> <p>.....</p> <p>(6) to deal with <u>allocate</u> the remaining assets after repayment by the Company of its debts; and</p> <p>.....</p>
Article 184	<p>After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the general meeting of shareholders or the relevant competent authority for confirmation.</p> <p>.....</p>	<u>Article 182</u>	<p>After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the general meeting of shareholders or the relevant competent authority for confirmation.</p> <p>.....</p>

Before amendment		After amendment	
Article 185	<p>In the case of liquidation as a result of dissolution of the Company, if the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people's court immediately for a declaration of bankruptcy of the Company.</p> <p>Upon the declaration of bankruptcy of the Company by the people's court, the liquidation committee shall hand over the liquidation matters to the people's court.</p>	<u>Article 183</u>	<p>In the case of liquidation as a result of dissolution of the Company, if the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people's court immediately for a declaration of <u>liquidation</u> of the Company.</p> <p>Upon the declaration <u>acceptance of the winding-up petition of the Company</u> by the people's court, the liquidation committee shall hand over the liquidation matters to the <u>designated receiver of the people's court</u>.</p>
Article 187	The Company may make amendments to the Company's Articles in accordance with the requirements of laws, administrative regulations and the Company's Articles.	Article 187	The Company may make amendments to the Company's Articles in accordance with the requirements of laws, administrative regulations and the Company's Articles.
Article 188	The Company shall amend the Company's Articles according to the following procedures, except for the provisions of Article 60 and Article 80 of the Company's Articles:	<u>Article 185</u>	The Company shall amend the Company's Articles according to the following procedures, except for <u>unless otherwise provided by laws and regulations, regulatory rules of the place where securities are listed or the provisions of Article 60⁵⁹ and Article 78⁰</u> of the Company's Articles:
Article 189	Amendment of the Company's Articles involving the contents of the <i>Essential Clauses</i> shall become effective upon receipt of approvals from the companies approving department authorized by the State Council.	Article 189	Amendment of the Company's Articles involving the contents of the <i>Essential Clauses</i> shall become effective upon receipt of approvals from the companies approving department authorized by the State Council.
Article 191	Unless otherwise provided by the Articles, notices, materials or written declarations which are issued by the Company to holders of overseas-listed foreign-invested shares must be delivered by hand or by pre-paid post to the registered address of every holder of overseas-listed foreign-invested shares.	<u>Article 187</u>	Notwithstanding <u>Unless</u> otherwise provided by the Articles, notices, materials or <u>corporate communication written declarations</u> which are issued by the Company to <u>shareholders</u> holders of overseas listed foreign invested shares <u>must</u> can be delivered by hand or by pre-paid post to the registered shareholders. Subject to the Company's applicable laws and regulations and the regulatory rules of the place where the securities are listed, the Company may also provide the aforementioned documents to the Company through electronic means (including posting on the company's website and the website of the exchange where the securities are listed, email, etc.) of <u>registered shareholders</u> the registered address of every holder of overseas listed foreign invested shares .

Before amendment		After amendment	
Article 193	<p>The Company shall follow the following dispute settlement rules:</p> <p>(1) If any dispute or claim concerning the Company's business on the basis of rights and obligations provided in the Company's Articles, the Company Law or other relevant laws or administrative regulations and rules arises between a shareholder of overseas-listed foreign-invested shares and the Company, between a shareholder of overseas-listed foreign-invested shares and a director, supervisor, president or other senior management personnel of the Company or between a shareholder of overseas-listed foreign-invested shares and a shareholder of domestic-invested shares, the parties concerned shall submit the dispute or claim for arbitration.</p> <p>.....</p>	Article 189	<p>The Company shall follow the following dispute settlement rules:</p> <p>(1) If any dispute or claim concerning the Company's business on the basis of rights and obligations provided in the Company's Articles, the Company Law or other relevant laws or administrative regulations and rules arises between a shareholder of overseas listed foreign invested shares and the Company, between a shareholder of overseas listed foreign invested shares and a director, supervisor, president or other senior management personnel of the Company or between a shareholder of Overseas listed foreign invested shares and a shareholder of domestic-invested shares, the parties concerned shall submit the dispute or claim for arbitration.</p> <p>.....</p>
Article 196	<p>The term "accounting firm" referred to in the Articles shall have the same meaning as "auditors".</p> <p>The terms "president" and "vice-president" referred to in the Articles shall have the same meaning as "general manager" and "deputy general manager" respectively. The term "senior management" referred to in the Articles refers to the manager (general manager), vice manager (deputy general manager), chief accountant (Chief Financial Officer), general counsel, secretary to the board of directors of the Company and other senior management appointed by the board of directors.</p>	Article 192	<p>The term "accounting firm" referred to in the Articles shall have the same meaning as "auditors". <u>The term "annual general meeting" shall have the same meaning as "annual general meeting".</u></p> <p>The terms "president" and "vice-president" referred to in the Articles shall have the same meaning as "general manager" and "deputy general manager", <u>and the terms "chief accountant" shall have the same meaning as "financial representative"</u> respectively. The term "senior management" referred to in the Articles refers to the manager (general manager), vice manager (deputy general manager), chief accountant (Chief Financial Officer), general counsel, secretary to the board of directors of the Company and other senior management appointed by the board of directors.</p>