

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



華電國際電力股份有限公司

Huadian Power International Corporation Limited*

(A Sino-foreign investment joint stock company limited by shares incorporated in the People's Republic of China (the "PRC"))

(Stock Code: 1071)

CHANGES IN THE TOTAL SHARE CAPITAL, THE REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

Reference is made to the circular dated 6 May 2021 and the announcements dated 28 May 2021, 30 September 2021 and 1 June 2023 of Huadian Power International Corporation Limited (the "**Company**") in relation to the issuance of A shares and A share convertible corporate bonds, namely "Huadian Dingzhuān (華電定轉)", to purchase assets.

On 26 April 2024, the eighth meeting of the tenth session of the board of directors (the "**Board**") of the Company considered and approved the resolutions in relation to the change of the registered capital and amendments to the Articles of Association of Huadian Power International Corporation Limited (the "**Articles of Association**") and its appendices, and agreed to submit such resolutions to the general meeting of the Company for consideration and approval.

In order to implement (i) the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023); (ii) the adjustments to the regulatory

rules in Mainland China (including the repeal of the Mandatory Provisions for Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》) and the State Council’s Special Regulations on 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》) as well as the latest requirements of Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) and the Listed Companies Regulatory Guidance No. 3 – Cash Dividends Distribution by Listed Companies (2023 Revision) (《上市公司監管指引第3號—上市公司現金分紅(2023年修訂)》)); and (iii) the relevant requirements of the Work Regulation on Grassroots Organization in State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), and in accordance with the conversion results of convertible corporate bonds, namely “Huadian Dingzhuan (華電定轉)”, issued by the Company, the Board proposed to amend the relevant provisions of the Articles of Association and its appendices, which form part of the Articles of Association (the “**Amendments**”). The Amendments shall come into effect upon consideration and approval by special resolutions at the general meeting of the Company. For details of the Amendments, please refer to the Appendix to this announcement.

As of the date of this announcement, as all of the “Huadian Dingzhuan (華電定轉)” have been converted into unrestricted outstanding shares of the Company, the total share capital of the Company has been changed from 9,893,709,553 shares to 10,227,561,133 shares accordingly. After the amended Articles of Association has been approved by the shareholders at the general meeting and become effective and the applicable registration and filing procedures under the PRC laws have been completed, the total registered capital of the Company will be RMB10,227,561,133.

A circular containing, among other things, the details of the proposed amendments to the Articles of Association and its appendices will be dispatched by the Company to its shareholders as soon as practicable.

By order of the Board

Huadian Power International Corporation Limited*

Qin Jiehai

Secretary to the Board

As at the date of this announcement, the Board comprises:

Dai Jun (Chairman, Executive Director), Zhao Bing (Vice Chairman, Non-executive Director), Chen Bin (Executive Director), Zhao Wei (Non-executive Director), Zeng Qinghua (Non-executive Director), Cao Min (Non-executive Director), Wang Xiaobo (Non-executive Director), Li Guoming (Executive Director), Feng Zhenping (Independent Non-executive Director), Li Xingchun (Independent Non-executive Director), Wang Yuesheng (Independent Non-executive Director) and Shen Ling (Independent Non-executive Director).

Beijing, the PRC

26 April 2024

** For identification purposes only*

Appendix:

No.	Existing Articles	Amended Articles
Details of the amendments to the Articles of Association		
1	<p>Article 6</p> <p>This Articles of Association, as amended based on the former Articles of Association of the Company in accordance with the Company Law, the Guidelines on Articles of Association of Listed Companies (the “Guidelines”), the Standards for Corporate Governance of Listed Companies (the “Standards for Corporate Governance”), and other relevant regulations, shall become effective upon the passing of a special resolution at the shareholders’ general meeting and the approval of the companies approving department authorized by the State Council.</p> <p>From the date on which it becomes effective, the Articles of Association constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p>	<p>Article 6</p> <p>The Articles of Association of the Company (or the “Articles of Association”), in accordance with the Company Law, the Securities Law of the People’s Republic of China, the Guidelines on Articles of Association of Listed Companies, the Standards for Corporate Governance of Listed Companies, and other relevant regulations, shall become effective upon the passing of a special resolution at the shareholders’ general meeting.</p> <p>From the date on which it becomes effective, the Articles of Association constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p>
2	<p>Article 7</p> <p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager and other</p>	<p>Article 7</p> <p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager and other senior</p>

No.	Existing Articles	Amended Articles
	<p>senior management members, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association.</p> <p>Subject to the relevant provisions set out in Chapter 24 herein, actions can be brought in accordance with the Articles of Association by a shareholder against the Company, by the Company against its shareholders, directors, supervisors, general manager and other senior management members, by shareholders against each other and by a shareholder against the directors, supervisors, general manager and other senior management members of the Company.</p> <p>The actions referred to in the preceding clause include court proceedings and arbitration proceedings. Other senior management members referred to in the Articles of Association mean the deputy general managers, the financial controller and the secretary to the board of directors, the chief engineer and the chief economist and the chief legal counsel (if any) of the Company.</p>	<p>management members, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association.</p> <p>Actions can be brought in accordance with the Articles of Association by a shareholder against the Company, by the Company against its shareholders, directors, supervisors, general manager and other senior management members, by shareholders against each other and by a shareholder against the directors, supervisors, general manager and other senior management members of the Company.</p> <p>Other senior management members referred to in the Articles of Association mean the deputy general managers, the financial controller and the secretary to the board of directors, the chief legal counsel, the chief engineer and the chief economist (if any) of the Company and other members as regulated by the Articles of Association or determined by the board of directors.</p>
3	<p>Article 9</p> <p>Subject to the applicable PRC laws and administrative regulations, the Company shall have the power to raise and borrow money.</p>	<p>Deleted</p>
4	<p>Article 13</p>	<p>Article 12</p>

No.	Existing Articles	Amended Articles
	<p>There must, at all times, be ordinary shares in the Company. Subject to the approval from the companies approving department authorised by the State Council, the Company may create other classes of shares according to its requirements.</p>	<p>There must, at all times, be ordinary shares in the Company. The Company may create other classes of shares according to its requirements, and the applicable laws, administrative regulations and/or the listing rules of the place where the Company’s shares are listed (the “relevant listing rules”).</p>
5	<p>Article 16</p> <p>As approved by the companies approving department authorised by the State Council, the Company issued 3,825,056,200 ordinary shares to its promoters at the time of its establishment, accounting for 100% of all its ordinary shares then in issue.</p> <p>.....</p> <p>In 2021, as approved by an extraordinary resolution at the general meeting, the Company issued a total of 14,701,590 convertible corporate bonds to CCB Financial Asset Investment Co., Ltd. and BOC Financial Asset Investment Co., Ltd. upon approval by China Securities Regulatory Commission. Such bonds can be converted into shares of the Company from 28 September 2022, and the conversion period is from 28 September 2022 to 27 September 2024. As of 31 March 2023, the cumulative number of shares converted was 23,851,338.</p> <p>The current share capital structure of the Company comprises</p>	<p>Article 15</p> <p>As approved by the companies approving department authorised by the State Council, the Company issued 3,825,056,200 ordinary shares to its promoters at the time of its establishment, accounting for 100% of all its ordinary shares then in issue.</p> <p>.....</p> <p>In 2021, as approved by an extraordinary resolution at the general meeting, the Company issued a total of 14,701,590 convertible corporate bonds to CCB Financial Asset Investment Co., Ltd. and BOC Financial Asset Investment Co., Ltd. upon approval by China Securities Regulatory Commission. Such bonds can be converted into shares of the Company from 28 September 2022, and the conversion period is from 28 September 2022 to 27 September 2024. As of 1 June 2023, the cumulative number of shares converted was 357,702,918.</p> <p>The current share capital structure of the Company comprises</p>

No.	Existing Articles	Amended Articles
	<p>9,893,709,553 ordinary shares, including 8,176,475,953 A shares and 1,717,233,600 overseas-listed foreign-invested shares, representing 82.64% and 17.36% of the total issued ordinary shares in the Company respectively.</p>	<p>10,227,561,133 ordinary shares, including 8,510,327,533 A shares and 1,717,233,600 overseas-listed foreign-invested shares, representing 83.21% and 16.79% of the total issued ordinary shares in the Company respectively.</p>
6	<p>Added</p>	<p>Article 16</p> <p>The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase shares of the Company.</p>
7	<p>Article 17</p> <p>The Company's registered capital is Renminbi 9,893,709,553. The registered capital of the Company shall be registered with the industry and commerce administrative authorities, and shall be filled with the companies approving department authorised by the State Council and the securities regulatory authority of the State Council.</p>	<p>Article 17</p> <p>The Company's registered capital is Renminbi 10,227,561,133. The Company shall register its registered capital in accordance with the provisions of the relevant laws and regulations.</p>
8	<p>Article 18</p> <p>The Company may, based on its operation and development needs, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association.</p>	<p>Article 21</p> <p>The Company may, based on its operation and development needs, increase its capital in the following manners in accordance with the provisions of the laws and regulations upon resolution of the</p>

No.	Existing Articles	Amended Articles
	<p>The Company may increase its capital in the following manners:</p> <p>(1) by offering new shares to non-specific investors;</p> <p>(2) by placing new shares to existing shareholders;</p> <p>(3) by allotting bonus shares to existing shareholders;</p> <p>(4) by converting capital reserve to share capital;</p> <p>(5) by any other means which is permitted by laws and administrative regulations.</p> <p>The Company's increase of share capital by means of issuance of new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant PRC laws and administrative regulations.</p>	<p>general meeting:</p> <p>(1) by public offering of shares;</p> <p>(2) by non-public offering of shares;</p> <p>(3) by allotting bonus shares to existing shareholders;</p> <p>(4) by converting capital reserve to share capital;</p> <p>(5) by any other means which is provided by laws and administrative regulations and approved by securities regulatory authorities.</p> <p>The Company's increase of share capital by means of issuance of new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant PRC laws, administrative regulations and relevant listing rules.</p>
9	<p>Article 19</p> <p>Unless otherwise provided for by laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien.</p>	<p>Deleted</p>
10	<p>Article 21</p> <p>(1) All transfers of overseas-listed foreign-invested shares listed in Hong Kong shall be effected by instruments of transfer in writing in</p>	<p>Article 19</p> <p>(1) All transfers of overseas-listed foreign-invested shares shall be effected by instruments of transfer in writing in an ordinary or usual</p>

No.	Existing Articles	Amended Articles
	<p>an ordinary or usual form or in any other form acceptable to the board of directors; such instruments of transfer may be executed by hand without seal. If the shareholder concerned is a recognized clearing house as defined in the securities listing rules or other securities laws or its nominee, instruments of transfer may be executed in mechanically-printed form.</p> <p>.....</p> <p>(4) Any issuance and future transfer of the overseas-listed foreign-invested shares shall be entered in the part of the register of shareholders required to be maintained in Hong Kong under Article 40(ii) of the Articles of Association.</p>	<p>form or in any other form acceptable to the board of directors; such instruments of transfer may be executed by hand without seal. If the shareholder concerned is a recognized clearing house as defined in the securities listing rules or other securities laws or its nominee, instruments of transfer may be executed in mechanically-printed form.</p> <p>.....</p> <p>(4) Any issuance and future transfer of the overseas-listed foreign-invested shares shall be entered in the part of the register of shareholders required to be maintained in Hong Kong under Article 34 of the Articles of Association.</p>
11	<p>Article 24</p> <p>The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant governing authority of the PRC, repurchase its issued shares under the following circumstances:</p> <p>(1) to cancel shares for the purpose of capital reduction;</p> <p>(2) to merge with another company that holds shares in the Company;</p> <p>(3) to use the shares for employee stock ownership plans or as share</p>	<p>Article 23</p> <p>The Company shall not acquire the Company's shares, except in any one of the following circumstances:</p> <p>(1) to reduce the Company's registered capital;</p> <p>(2) to merge with another company that holds shares in the Company;</p> <p>(3) to use the shares for employee stock ownership plans or as share incentives;</p> <p>(4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the</p>

No.	Existing Articles	Amended Articles
	<p>incentives;</p> <p>(4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) to use the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary for the Company to safeguard its value and the interests of its shareholders; or</p> <p>(7) other circumstances as permitted by laws and administrative regulations.</p> <p>Except for the above circumstances, the Company shall not repurchase the shares of the company.</p>	<p>merger or division of the Company;</p> <p>(5) to use the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary for the Company to safeguard its value and the interests of its shareholders; or</p> <p>(7) other circumstances as required by laws and administrative regulations.</p>
12	<p>Article 25</p> <p>The Company may, with the approval of the relevant governing authority of the PRC for repurchasing its shares, conduct the repurchase in one of the following manners:</p> <p>(1) making a pro rata general offer of repurchase to all of its shareholders;</p> <p>(2) repurchasing shares through public dealings on a stock exchange;</p>	<p>Article 24</p> <p>Where the Company purchases its shares, the repurchase shall be conducted through public and centralized trading, or other methods recognized by laws, administrative regulations, relevant listing rules and securities regulatory authorities.</p> <p>If the Company repurchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 23 of the Articles of Association, the repurchase shall be conducted through public and</p>

No.	Existing Articles	Amended Articles
	<p>(3) repurchasing through an off-market agreement;</p> <p>(4) by other methods as permitted by laws and administrative regulations and approved by the securities regulatory authority of the State Council.</p> <p>If the Company repurchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 24 of the Articles of Association, the repurchase shall be conducted through public and centralized trading.</p>	<p>centralized trading.</p>
13	<p>Article 26</p> <p>Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of the shareholders at a general meeting in accordance with the Articles of Association. The Company may release or vary a contract so entered into by the Company or waive its rights thereunder with prior approval by shareholders at a general meeting obtained in the same manner.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Company shall not assign a contract for repurchasing its shares or any of its right thereunder.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
14	<p>Article 27</p> <p>If the Company repurchases its shares in the circumstances set out under items (1) and (2) of Clause 1 of Article 24 of the Articles of Association, the repurchase shall be subject to the approval of the general meeting. If the Company repurchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 24 of the Articles of Association, the repurchase may be conducted in compliance with the requirements of the Articles of Association or the authorization granted at the shareholders' general meeting upon approval by the board meeting attended by more than two-thirds of the directors.</p> <p>If the Company repurchases its shares in the circumstances set out under Clause 1 of Article 24 of the Articles of Association, in the case of item (1), the shares shall be cancelled within 10 days from the date of repurchase; in the case of items (2) and (4), the shares shall be transferred or cancelled within 6 months; in the cases of items (3), (5) and (6), the total number of shares in the Company held by a company shall not exceed 10% of total shares issued by the Company and these shares shall be transferred or cancelled within 3 years.</p>	<p>Article 25</p> <p>If the Company purchases its shares in the circumstances set out under items (1) and (2) of Clause 1 of Article 23 of the Articles of Association, the purchase shall be subject to the approval of the general meeting. If the Company purchases its shares in the circumstances set out under items (3), (5) and (6) of Clause 1 of Article 23 of the Articles of Association, the purchase may be conducted in compliance with the requirements of the Articles of Association or the authorization granted at the shareholders' general meeting upon approval by the board meeting attended by more than two-thirds of the directors.</p> <p>If the Company purchases its shares in the circumstances set out under Clause 1 of Article 23 of the Articles of Association, in the case of item (1), the shares shall be cancelled within 10 days from the date of repurchase; in the case of items (2) and (4), the shares shall be transferred or cancelled within 6 months; in the cases of items (3), (5) and (6), the total number of shares in the Company held by a company shall not exceed 10% of total shares issued by the Company and these shares shall be transferred or cancelled within 3 years.</p>
15	Article 29	Deleted

No.	Existing Articles	Amended Articles
	<p>Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its issued shares:</p> <p>(1) where the Company repurchases its shares at par value, payment shall be made out of book balance of the distributable profits of the Company and/or out of proceeds of a fresh issue of shares made for that purpose;</p> <p>(2) where the Company repurchases its shares at a premium to their par value, payment up to the par value shall be made out of the book balance of distributable profits of the Company and/or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be handled as follows:</p> <p>(i) if the shares being repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;</p> <p>(ii) if the shares being repurchased were issued at a premium to their par value, payment shall be made out of the book balance of the distributable profits of the Company and/or out of the proceeds of a fresh issue of shares made for that purpose, but that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor the current amount of the Company's capital</p>	

No.	Existing Articles	Amended Articles
	<p>reserve account (including the premiums on the fresh issue);</p> <p>(3) payment by the Company in consideration of the following shall be made out of the Company's distributable profits:</p> <p>(i) acquisition of rights to repurchase its shares;</p> <p>(ii) variation of any contract for repurchase of its shares;</p> <p>(iii) release of any of the Company's obligation under any contract for repurchase of its shares.</p> <p>(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value portion of the shares repurchased shall be transferred to the Company's capital reserve account.</p>	
16	Chapter 5 Financial Assistance for the Acquisition of Shares of the Company	The whole chapter is deleted
17	Added	Chapter 5 Share Transfer
18	Added	Article 27 Unless otherwise provided by laws, administrative regulations, relevant listing rules and other regulatory documents, shares of

No.	Existing Articles	Amended Articles
		the Company are transferable in accordance with the law.
19	<p>Article 33 Share certificates of the Company shall be in registered form. In addition to those items provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p>	<p>Article 31 In addition to those items provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p>
20	<p>Article 34 Share certificates of the Company shall be signed by the legal representative of the Company. Where the stock exchange(s) on which the shares of the Company are listed requires the share certificates to be signed by other senior management members, the share certificates shall also be signed by such senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. Affixing the share certificates with the Company's seal shall be under the authorisation of the board of directors. The signatures of the chairman of the board of directors or other senior management members on the share certificates may also be in printed form.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
21	<p>Article 38</p> <p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <p>(1) the name, address (residence), occupation or nature of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid up or payable in respect of shares held by each shareholder;</p> <p>(4) the share certificate series number(s) of the shares held by each shareholder;</p> <p>(5) the date on which a person registers as a shareholder;</p> <p>(6) the date on which any shareholder ceases to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>	<p>Article 32</p> <p>The Company shall keep the register of shareholders with the certificate granted by the share registrar. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>
22	<p>Article 49</p> <p>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.</p>	<p>Article 43</p> <p>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.</p>

No.	Existing Articles	Amended Articles
	<p>A Shareholder shall enjoy rights and assume obligations according to the class and number of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p> <p>The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason only that person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	<p>A Shareholder shall enjoy rights and assume obligations according to the class and number of shares held by him/her; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p>
23	<p>Added</p>	<p>Article 44</p> <p>In the event that the Company convenes a general meeting, distributes dividends, liquidates its assets, or engages in other activities which require the confirmation of the identity of the shareholders, the board of directors or the convener of the general meeting shall fix a date as a record date for the registration of equity interests. The shareholders of the Company entitled to the underlying interests shall be those whose names appear in the register of shareholders after the closing of trading on the record date.</p>
24	<p>Article 50</p> <p>The ordinary shareholders of the Company shall have the following</p>	<p>Article 45</p> <p>The ordinary shareholders of the Company shall have the following</p>

No.	Existing Articles	Amended Articles
	<p>rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene and preside over, to attend or appoint a proxy to attend general meetings, to speak at the general meetings, and to exercise the voting right thereat according to the proportion of the shares held (unless any individual shareholders are, under the applicable listing rules as stipulated from time to time, required to abstain from voting to approve the matter under consideration);</p> <p>(3) the right to supervise and manage the business activities of the Company, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, donate or pledge the shares held by him in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>(i) the right to obtain a copy of the Articles of Association upon payment of the cost thereof;</p> <p>(ii) the right to inspect and copy, subject to payment of a reasonable</p>	<p>rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene and preside over, to attend or appoint a proxy to attend general meetings, to speak at the general meetings, and to exercise the voting right thereat according to the proportion of the shares held (unless any individual shareholders are, under the applicable listing rules as stipulated from time to time, required to abstain from voting to approve the matter under consideration);</p> <p>(3) the right to supervise the operation of the Company, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, donate or pledge the shares held by him in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) the right to inspect the Articles of Association, the register of shareholders, the Company's bonds stubs and minutes of general meetings; resolutions of Board meetings, resolutions of meetings of the supervisory committee and the financial and accounting report;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the residual assets of the</p>

No.	Existing Articles	Amended Articles
	<p>charge;</p> <p>(A) all parts of the register of shareholders;</p> <p>(B) personal particulars of each of the Company's directors, supervisors, general manager and other senior management members, including:</p> <p>(a) present and former names and any 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;</p> <p>(e) identification document and its number.</p> <p>(C) report on the state of the Company's share capital;</p> <p>(D) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose;</p> <p>(E) minutes of shareholders meetings;</p> <p>(F) financial reports.</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the residual assets of the</p>	<p>Company in proportion to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) the right to initiate a lawsuit in the People's Court against any act in violation of the Company's interests or detrimental to the legal interests of the shareholders and claim relevant rights in accordance with the Company Law or other laws or administrative regulations;</p> <p>(9) other rights conferred by the laws, administrative regulations, departmental rules and the Articles of Association.</p>

No.	Existing Articles	Amended Articles
	<p>Company in proportion to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) the right to initiate a lawsuit in the People’s Court against any act in violation of the Company’s interests or detrimental to the legal interests of the shareholders and claim relevant rights in accordance with the Company Law or other laws or administrative regulations;</p> <p>(9) other rights conferred by the laws, administrative regulations, departmental rules and the Articles of Association.</p>	
25	Added	<p>Article 46</p> <p>Shareholders proposing to inspect the relevant information as set out in the preceding Article or collect information shall present evidence to prove the class and amount of shareholding in writing. The Company shall provide the shareholders such information as required after verification of the identities of the shareholders.</p>
26	Added	<p>Article 47</p> <p>A resolution of the Company’s general meeting or Board meeting may be declared void by the People’s Court upon application</p>

No.	Existing Articles	Amended Articles
		<p>from shareholders if the content contravenes the law or administrative regulations.</p> <p>In the event the procedures for convening the general meeting and the Boardmeeting and voting thereat violate the law, administrative regulations or the Articles of Association, or the content resolved being in contrary to the Articles of Association, the shareholder shall have the right to submit to the People's Court to rescind the resolution within 60 days after the resolution is made.</p>
27	Added	<p>Article 48</p> <p>In the event the directors and senior management members violate the law, administrative regulations or the provisions of the Articles of Association in performing the Company's duties, and incur a loss to the Company, shareholder(s), either individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days shall have the right to submit a written request to the supervisory committee for initiating legal proceedings in the People's Court. In the event the supervisory committee violates the law, administrative regulations or the provisions of the Articles of Association in performing the Company's duties, and incur a loss to the Company, the shareholders shall have the right to submit a written request to</p>

No.	Existing Articles	Amended Articles
		<p>the board of directors for initiating legal proceedings in the People's Court.</p> <p>In the event the supervisory committee or the board of directors refuses to initiate legal proceedings after receiving the written request from the shareholders as provided in the paragraph above, or has not initiated legal proceedings 30 days after receiving the written request, or in case of emergency, without initiating legal proceedings forthwith will result in damages in the interests of the Company considerably difficult to rectify, the shareholders as provided in the paragraph above shall have the right to initiate legal proceedings directly in the People's Court in their own names for the interests of the Company.</p> <p>In the event the legal interests of the Company are being violated by other parties, which incur a loss to the Company, the shareholders as provided in the first paragraph of this Article shall initiate legal proceedings in the People's Court in accordance with the provisions in the earlier two paragraphs.</p>
28	Added	<p>Article 49</p> <p>In the event the directors and senior management members violate the law, administrative regulations or the provisions of the Articles of Association, and the rights of shareholders are prejudicially affected, the shareholders shall have the right to</p>

No.	Existing Articles	Amended Articles
		initiate legal proceeding in the People's Court.
29	<p>Article 51</p> <p>The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to comply with the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to return the shares unless required by the laws and regulations;</p> <p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company; Shareholders of the Company who abuse their shareholder's rights and thereby cause losses to the Company or other shareholders shall be liable for damages 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</p>	<p>Article 50</p> <p>The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to comply with laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to return the shares unless required by the laws and regulations;</p> <p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company; Shareholders of the Company who abuse their shareholder's rights and thereby cause losses to the Company or other shareholders shall be liable for damages 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</p>

No.	Existing Articles	Amended Articles
	<p>jointly and severally liable for the debts owed by the Company;</p> <p>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p>and severally liable for the debts owed by the Company;</p> <p>(5) other obligations imposed by laws, administrative regulations, relevant listing rules and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>
30	<p>Article 54</p> <p>In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder (as defined in Article 56) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve a director or supervisor (for his own benefit or for the benefit of another person), in any guise, depriving of the Company's assets, including (without limitation to) any opportunities beneficial to the Company;</p> <p>(3) to approve a director or supervisor (for his own benefit or for the</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	benefit of another person) depriving of other shareholders' individual rights and interests, including (without limitation to) rights to distributions and voting rights save for a restructuring of the Company submitted to a shareholders' general meeting for approval in accordance with the Articles of Association.	
31	<p>Article 55</p> <p>For the purpose of the preceding Article, a “controlling shareholder” means a person who satisfies any one of the following conditions:</p> <p>(1) a person who, acting alone or in concert with others, has the power to elect not less than one half of the board of directors;</p> <p>(2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30 % or more of the voting rights in the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds 30 % or more of the issued and outstanding shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.</p>	Deleted
32	<p>Article 57</p> <p>The shareholders' general meeting shall exercise the following</p>	<p>Article 54</p> <p>The shareholders' general meeting shall exercise the following</p>

No.	Existing Articles	Amended Articles
	<p>functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors who are not staff representatives and to decide on matters relating to the remuneration of supervisors;</p> <p>(4) to consider and approve the reports of the board of directors;</p> <p>(5) to consider and approve the reports of the supervisory committee;</p> <p>(6) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(7) to consider and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(8) to resolve on any increase or reduction of registered capital of the Company;</p> <p>(9) to decide on matters such as merger, division, dissolution and liquidation of the Company;</p> <p>(10) to decide on the issuance of bonds by the Company;</p> <p>(11) to decide on the appointment, removal or non-reappointment of</p>	<p>functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors who are not staff representatives and to decide on matters relating to the remuneration of supervisors;</p> <p>(4) to consider and approve the reports of the board of directors;</p> <p>(5) to consider and approve the reports of the supervisory committee;</p> <p>(6) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(7) to consider and approve the Company's profit distribution plan and loss recovery plan;</p> <p>(8) to resolve on any increase or reduction of registered capital of the Company;</p> <p>(9) to decide on matters such as merger, division, dissolution, liquidation or changing the form of the Company;</p> <p>(10) to decide on the issuance of bonds by the Company;</p> <p>(11) to decide on the appointment, removal or non-reappointment of</p>

No.	Existing Articles	Amended Articles
	<p>accounting firms for the Company and their remunerations;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to resolve on purchase or sale of material assets by the Company within one year, the amount of which exceeds 30% of its latest audited total assets;</p> <p>(14) to resolve on the Company's provision of a guarantee to third parties which is subject to the approval of shareholders at a general meeting as required under laws, administrative regulations and the Articles of Association;</p> <p>(15) to consider and approve any change in the use of proceeds from fund raising;</p> <p>(16) to consider share incentive plans;</p> <p>(17) to decide on other matters which are, according to the laws, administrative regulations, departmental rules and the Articles of Association, subject to the resolution of shareholders' general meeting.</p>	<p>accounting firms for the Company and their remunerations;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to resolve on purchase or sale of material assets by the Company within one year, the amount of which exceeds 30% of its latest audited total assets;</p> <p>(14) to resolve on the Company's provision of a guarantee to third parties which is subject to the approval of shareholders at a general meeting as required under laws, administrative regulations and the Articles of Association;</p> <p>(15) to consider and approve any change in the use of proceeds from fund raising;</p> <p>(16) to consider share incentive plans and employee stock ownership plans;</p> <p>(17) to decide on other matters which are, according to the laws, administrative regulations, departmental rules and the Articles of Association, subject to the resolution of shareholders' general meeting.</p>
33	<p>Article 58</p> <p>Any guarantee provided to third parties by the Company are subject to the consideration and approval by the board of directors. The</p>	<p>Article 55</p> <p>Any guarantee provided to third parties by the Company are subject to the consideration and approval by the board of directors. The</p>

No.	Existing Articles	Amended Articles
	<p>following guarantees provided to third parties by the Company, after being considered by the board of directors, are subject to the consideration and approval of shareholders' general meeting:</p> <p>(1) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 50% of the Company's latest audited net assets;</p> <p>(3) a guarantee to be provided in favour of a party with an asset to liability ratio exceeding 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) any guarantee to be provided in favour of shareholders, de facto controllers and their respective related parties;</p> <p>(6) any guarantee provided after the total amount of guarantees to third parties provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;</p> <p>(7) any guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest</p>	<p>following guarantees provided to third parties by the Company, after being considered by the board of directors, are subject to the consideration and approval of shareholders' general meeting:</p> <p>(1) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest audited total assets;</p> <p>(3) a guarantee to be provided in favour of a party with an asset to liability ratio exceeding 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) any guarantee to be provided in favour of shareholders, de facto controllers and their respective related parties;</p> <p>(6) any guarantee provided after the total amount of guarantees to third parties provided by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;</p> <p>(7) other guarantees subject to the consideration and approval of the shareholders' general meeting as provided in the laws and regulations</p>

No.	Existing Articles	Amended Articles
	<p>audited total assets;</p> <p>(8) other guarantees subject to the consideration and approval of the shareholders' general meeting as provided in the laws and regulations and the Articles of Association.</p> <p>Where any of the directors, general manager and other senior management members of the Company has committed any violations of the laws, administrative regulations or their authorities of approval and examination procedures for the external guarantees prescribed in the Articles of Association, such person shall be liable for any losses suffered by the Company arising therefrom, and the Company may institute legal proceedings against him by law.</p>	<p>and the Articles of Association.</p> <p>Where any of the directors, general manager and other senior management members of the Company has committed any violations of the laws, administrative regulations or their authorities of approval and examination procedures for the external guarantees prescribed in the Articles of Association, such person shall be liable for any losses suffered by the Company arising therefrom, and the Company may institute legal proceedings against him by law.</p>
34	<p>Article 60</p> <p>The Company shall not, without the prior approval of shareholders' general meeting, enter into any contract with any person other than a director, supervisor, general manager or other senior management member of the Company whereby such person is put in charge of the management of a whole or any substantial part of the Company's business.</p>	<p>Article 57</p> <p>Unless otherwise under special emergency circumstances, the The Company shall not, without the approval of shareholders' general meeting in the form of a special resolution, enter into any contract with any person other than a director, supervisor, general manager or other senior management member of the Company whereby such person is put in charge of the management of a whole or any substantial part of the Company's business.</p>
35	<p>Article 61</p>	<p>Article 58</p>

No.	Existing Articles	Amended Articles
	<p>A general meeting shall either be an annual general meeting or an extraordinary general meeting.</p> <p>Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. A general meeting shall have a venue where it shall be held in the form of an onsite meeting.</p> <p>The Company shall maximize the percentage of presence of public shareholders at any general meeting by various means including the provision of modern communication technologies, giving priority to online voting, on condition that the general meeting shall be held legally and validly without detriment to the legal rights and interests of domestic and foreign shareholders. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following circumstances:</p> <ol style="list-style-type: none"> (1) where the number of directors falls below eight (8); (2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital; (3) where shareholder(s) individually or jointly holding 10% or more 	<p>A general meeting shall either be an annual general meeting or an extraordinary general meeting.</p> <p>Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year. A general meeting shall have a venue where it shall be held in the form of an onsite meeting. Such meeting may also be held in the way of internet voting for the convenience of shareholders attending the general meetings.</p> <p>The Company shall maximize the percentage of presence of public shareholders at any general meeting by other various means, on condition that the general meeting shall be held legally and validly without detriment to the legal rights and interests of domestic and foreign shareholders. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following facts:</p> <ol style="list-style-type: none"> (1) where the number of directors falls below eight (8); (2) where the unrecovered losses of the Company amount to one-third

No.	Existing Articles	Amended Articles
	<p>of the Company's shares request(s) for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or the supervisory committee so requests;</p> <p>(5) other circumstances provided by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The shareholdings referred to in subparagraph (3) above shall be calculated as at the date of written request of the shareholder(s).</p>	<p>of the total amount of its paid-up share capital;</p> <p>(3) where shareholder(s) individually or jointly holding 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or the supervisory committee so requests;</p> <p>(5) other circumstances provided by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The shareholdings referred to in subparagraph (3) above shall be calculated as at the date of written request of the shareholder(s).</p>
36	<p>Article 62</p> <p>Matters to be discussed and decided at general meetings shall be determined in compliance with requirements of the Company Law and the Articles of Association. General meetings are entitled to make decisions on any matters as stipulated in the Articles of Association.</p> <p>Motions on matters which are not stated in the notice as provided in Article 63 and Article 65 hereof or are in contravention with Article 64 hereof shall not be voted on and decided at general meetings.</p>	<p>Article 60</p> <p>Matters to be discussed and decided at general meetings shall be determined in compliance with requirements of the Company Law and the Articles of Association. General meetings are entitled to make decisions on any matters as stipulated in the Articles of Association.</p> <p>Motions on matters which are not stated in the notice of general meetings or are in contravention with the Articles of Association shall not be voted on and decided at general meetings.</p>

No.	Existing Articles	Amended Articles
37	<p>Article 66</p> <p>The notice of a general meeting shall:</p> <p>(1) be in writing;</p> <p>(2) specify the place, the date and the time of the meeting;</p> <p>(3) set out the matters to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes but without limitation to the provision of the detailed conditions and contract (if applicable) of a proposed transaction where the company proposes to amalgamate, repurchase the shares of the Company, reorganise its share capital, or restructure the Company in any other way, and the cause and effect of such proposal must be properly explained;</p> <p>(5) contain a disclosure of the nature and extent, if any director, supervisor, general manager and other senior management member has material interests with the matters to be discussed; and an explanation of the difference if such matters have different effect on them in their capacity as shareholders compared to other shareholders of the same class,</p>	<p>Article 64</p> <p>The notice of a general meeting shall contain the following contents:</p> <p>(1) time, place and duration of the meeting;</p> <p>(2) matters and motions to be considered at the meeting;</p> <p>(3) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) record date for shareholders who are entitled to attend the meeting;</p> <p>(5) name and telephone number of the contact person;</p> <p>(6) voting time and the voting procedures for online or other forms of meeting.</p>

No.	Existing Articles	Amended Articles
	<p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	
38	<p>Added</p>	<p>Article 65</p> <p>For matter of discussion which involve the election of directors and supervisors, the notice of meeting shall fully disclose the detailed information of the candidates for such directors and supervisors, which should at least include the following:</p> <p>(1) education background, work experience and any part-time job;</p> <p>(2) whether there is any associated relationship between the Company or the controlling shareholders and de facto controller of the Company;</p> <p>(3) disclosure of their shareholdings in the Company;</p> <p>(4) whether or not they have been penalized by CSRC or other</p>

No.	Existing Articles	Amended Articles
		<p>related departments and the stock exchange.</p> <p>Unless a director or supervisor is elected via the accumulative voting system, each candidate of director or supervisor shall be individually proposed.</p>
39	<p>Article 67</p> <p>Notice of a general meeting shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be served by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Once the announcement is published, the holders of domestic shares shall be deemed to have received the notice relating to the general meeting.</p>	<p>Article 66</p> <p>For holders of overseas-listed foreign-invested shares, the notice of a general meeting shall be sent in any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange where the Company’s shares are listed in compliance with the applicable laws, administrative regulations and the relevant listing rules;</p> <p>(2) to send in accordance with other requirements of the stock exchange and the listing rules.</p> <p>For holders of domestic shares, the notice of a general meeting shall be given by way of a public announcement or by any other means as provided for in the Articles of Association.</p> <p>If a notice of a general meeting is given in the form of an announcement, once the announcement is published, all relevant persons shall be deemed to have received the notice relating to the general meeting.</p>

No.	Existing Articles	Amended Articles
40	<p>Article 68</p> <p>Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:</p> <p>(1) the right of the shareholder to speak at the meeting;</p> <p>(2) the right to demand or join in demanding a poll;</p> <p>(3) unless otherwise required by applicable rules governing the listing of securities or other securities laws and regulations, the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>Where that shareholder is a recognised clearing house within the meaning of any applicable rules governing the listing of securities or any other applicable securities laws and regulations, such person or persons authorised by the shareholder as it thinks fit or the corporate representative may act as its representative at any general meeting or any creditors meeting; but if more than one person is so authorised, the power of attorney must specify the number and class of shares in respect of which each such person is so authorised. A person so authorised shall be entitled to exercise the rights on behalf of the</p>	<p>Article 67</p> <p>Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to attend the general meeting in person or appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisation from that shareholder:</p> <p>(1) the right of the shareholder to speak at the meeting;</p> <p>(2) the voting right shall be exercised in accordance with the applicable laws, administrative regulations, relevant listing rules and the Articles of Association.</p> <p>Where that shareholder is a recognised clearing house within the meaning of any applicable rules governing the listing of securities or any other applicable securities laws and regulations, such person or persons authorised by the shareholder as it thinks fit or the corporate representative may act as its representative at any general meeting or any creditors meeting; but if more than one person is so authorised, the power of attorney must specify the number and class of shares in respect of which each such person is so authorised. A person so authorised shall be entitled to exercise the rights on behalf of the recognized clearing house (or its agent) as if such shareholder were</p>

No.	Existing Articles	Amended Articles
	<p>recognized clearing house (or its agent) as if such shareholder were an individual shareholder of the Company.</p>	<p>an individual shareholder of the Company.</p>
41	<p>Article 70</p> <p>The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the principal (If such legal person shareholder has appointed a representative to attend any meeting, it shall be treated as being present at the meeting in person).</p>	<p>Article 69</p> <p>Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed, the instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within the time specified by the Company. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>If the principal is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the principal (If such legal person shareholder has appointed a representative to attend any meeting, it shall be treated as being present at the meeting in person).</p>

No.	Existing Articles	Amended Articles
42	<p>Article 71</p> <p>Any form issued to a shareholder by the board of directors for use by him for appointing a proxy to attend and vote at a general meeting of the Company shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted on in connection with each point of discussion of the meeting. Such a form shall contain a statement that, in default of instructions, the proxy may vote as he thinks fit.</p>	<p>Deleted</p>
43	<p>Article 73</p> <p>The board of directors, independent directors and certain qualifying shareholders (as determined under the criteria made by relevant regulatory authorities from time to time) of the Company may publicly solicit votes of the Company's shareholders at general meetings, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights. Public solicitation of votes shall be made in accordance</p>	<p>Article 71</p> <p>The board of directors, independent directors and certain qualifying shareholders (as determined under the criteria made by relevant regulatory authorities from time to time) of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit votes of the Company's shareholders at general meetings, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Save for the statutory</p>

No.	Existing Articles	Amended Articles
	with regulations of relevant regulatory authorities and the stock exchange on which the shares of the Company are listed.	requirements , the Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights. Public solicitation of votes shall be made in accordance with regulations of relevant regulatory authorities and the stock exchange on which the shares of the Company are listed.
44	<p>Article 76</p> <p>A shareholder (including proxy) when voting at a general meeting may exercise voting rights in accordance with the number of voting shares represented by him. Each share shall have one vote, except for the adoption of the accumulative voting system for election of directors and supervisors as stipulated in the Article 96 hereof.</p> <p>The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the shareholders' general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p> <p>Where any shareholder is, under the applicable listing rules as stipulated from time to time, required to abstain from voting on any</p>	<p>Article 73</p> <p>A shareholder (including proxy) when voting at a general meeting may exercise voting rights in accordance with the number of voting shares represented by him/her. Each share shall have one vote, except for the adoption of the accumulative voting system for election of directors and supervisors as stipulated in hereof.</p> <p>The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>Where material issues affecting the interests of small and medium investors are being considered in the shareholders' general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p> <p>Where any shareholder is, under the applicable listing rules as stipulated from time to time, required to abstain from voting on any</p>

No.	Existing Articles	Amended Articles
	particular resolution or restricted to voting only for or only against any particular resolution at any general meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	particular resolution or restricted to voting only for or only against any particular resolution at any general meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
45	<p>Article 77</p> <p>At a general meeting, a resolution shall be decided on a show of hands unless otherwise required by applicable rules governing the listing of securities or other securities laws and regulations or a poll is demanded by the following person(s) before or after a vote is carried out by a show of hands:</p> <p>(1) the chairman of the meeting;</p> <p>(2) at least two shareholders present in person or by proxy for the time being entitled to vote at the meeting;</p> <p>(3) one or more shareholders present in person or by proxy separately or jointly representing 10% or more of all shares carrying the right to vote at the meeting.</p> <p>Unless otherwise required by applicable listing rules and other securities laws and regulations or a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the recording of such in the minutes of meeting shall be conclusive evidence of the fact that such</p>	<p>Article 74</p> <p>Voting at general meeting will record the name of the voter, that is, by open ballot unless otherwise required by applicable rules governing the listing of securities or other securities laws and regulations.</p> <p>Before voting on a proposal in the general meeting, two shareholder representatives shall be elected to participate the general meeting shall decide whether in voting counting and act as scrutineers. When shareholders are related parties in a proposed matter, the related shareholders and proxies are not allowed to participate in vote counting and scrutinizing process.</p> <p>When a proposal is voted in a general meeting, the vote counting and scrutinizing process shall be jointly responsible and performed by a lawyer, a representative of shareholders and a representative of supervisors or other person so required by the relevant rules at the places where the Company's shares are listed, the voting result should be announced on-site and the</p>

No.	Existing Articles	Amended Articles
	<p>resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>	<p>voting result of a resolution shall be recorded in the minutes of meeting. A shareholder of the Company or his/her proxy who has voted through the internet or other voting methods shall be entitled to inspect his/her own voting result through the corresponding voting system.</p>
46	<p>Added</p>	<p>Article 75</p> <p>Shareholders who attend the general meeting in person shall express one of the following indications about the proposal submitted for voting: for, against or abstain. China Securities Depository and Clearing Co., Ltd. is the nominee holder of shares transacted through the mutual connection mechanism between stock markets in Mainland China and Hong Kong, except for reporting on indications expressed by beneficial shareholders.</p> <p>Empty, erroneous or illegible ballot papers and uncast ballot papers are deemed as abstained from voting by the voters, and the voting result in respect of the number of shares held by such voters are counted as “abstention”.</p>
47	<p>Article 78</p> <p>A poll demanded on the election of the chairman of the meeting, or</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>on adjournment of the meeting, shall be taken forthwith. Unless otherwise required by applicable listing rules and other securities laws and regulations, a poll demanded on other matters shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</p>	
48	<p>Article 79 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.</p>	<p>Deleted</p>
49	<p>Article 80 In the case of equivalency between the dissenting votes and affirmative votes, whether voting by show of hands or a poll, the chairman of the meeting shall be entitled to an additional vote.</p>	<p>Deleted</p>
50	<p>Article 81 The following matters shall be resolved by ordinary resolution at a general meeting: (1) work reports of the board of directors and the supervisory</p>	<p>Article 77 The following matters shall be resolved by ordinary resolution at a general meeting: (1) work reports of the board of directors and the supervisory</p>

No.	Existing Articles	Amended Articles
	<p>committee;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors and members of the supervisory committee, their remuneration and manners of payment thereof;</p> <p>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) appointment, removal or non-reappointment of accounting firms and their remunerations;</p> <p>(6) matters other than those which are required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolution.</p>	<p>committee;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors and members of the supervisory committee, their remuneration and manners of payment thereof;</p> <p>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) the Company's annual report;</p> <p>(6) appointment, removal or non-reappointment of accounting firms and their remunerations;</p> <p>(7) matters other than those which are required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolution.</p>
51	<p>Article 83</p> <p>The independent directors of a sufficient number, the supervisory committee or shareholders individually or jointly holding 10% or more of shares of the Company may request the convening of an extraordinary general meeting, subject to the following procedures:</p> <p>(1) sign one or more counterpart requisition(s) stating the subject of</p>	<p>Article 59</p> <p>The board of directors shall convene a shareholders' general meeting within the time limit as stipulated in the Articles of Association.</p> <p>The independent directors of a sufficient number, the supervisory committee or shareholders who separately or jointly</p>

No.	Existing Articles	Amended Articles
	<p>the meeting and requiring the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall give a reply in writing, as to whether or not it agrees to convene the meeting within ten (10) days after receiving the aforementioned requisition.</p> <p>The aforesaid proportion of shareholding shall be calculated according to such shareholders' shareholding at the date of the deposit of the requisition.</p> <p>(2) where the board of directors agrees to convene the meeting, it shall issue the notice of the meeting within five (5) days after the resolution has been made by the board of directors. Prior approval from the original proposer(s) is required for any change to the original motion.</p> <p>(3) in the event that the board of directors does not give its consent to convene the meeting as requested by independent directors, it shall explain the relevant reasons and publish an announcement.</p> <p>(4) where the board of directors does not give its consent to convene a meeting as requested by the supervisory committee, or fails to give any reply within ten (10) days after the receipt of the said requisition, the board of directors shall be deemed to be unable to perform or failing to perform its function of convening a general meeting. The supervisory committee itself may convene and preside over the</p>	<p>hold shares of the Company in excess of 10% shall have the right to propose to the board of directors and request for convening an extraordinary general meeting. The independent directors, the supervisory committee or shareholders individually or jointly holding 10% or more of shares of the Company may request the convening of an extraordinary general meeting, subject to the following procedures:</p> <p>(1) sign one or more counterpart requisition(s) stating the subject of the meeting and requiring the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall give a reply in writing, as to whether or not it agrees to convene the meeting within ten (10) days after receiving the aforementioned requisition.</p> <p>The aforesaid proportion of shareholding shall be calculated according to such shareholders' shareholding at the date of the deposit of the requisition.</p> <p>(2) where the board of directors agrees to convene the meeting, it shall issue the notice of the meeting within five (5) days after the resolution has been made by the board of directors. Prior approval from the original proposer(s) is required for any change to the original motion.</p> <p>(3) in the event that the board of directors does not give its consent</p>

No.	Existing Articles	Amended Articles
	<p>general meeting. The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p> <p>(5) where the board of directors refuses to convene the meeting as requested by shareholders, or does not give any reply within ten (10) days after receipt of the requisition, the shareholders shall propose to the supervisory committee in writing to convene the meeting. Where the supervisory committee agrees to convene the meeting, it should issue the notice of the meeting within five (5) days after receipt of the requisition. Prior approval from the original proposer(s) is required for any change to the original motion.</p> <p>Where the supervisory committee fails to issue notice of the meeting within the prescribed period, the supervisory committee shall be deemed not to convene and preside over the meeting, and the shareholders individually or jointly holding not less than 10% shares of the Company for a period of ninety (90) consecutive days or more are entitled to convene and preside over the meeting on their own (the shareholding of the convening shareholders shall not fall below 10% prior to the announcement of the resolution(s) passed at the meeting). The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p>	<p>to convene the meeting as requested by independent directors, it shall explain the relevant reasons and publish an announcement.</p> <p>(4) where the board of directors does not give its consent to convene a meeting as requested by the supervisory committee, or fails to give any reply within ten (10) days after the receipt of the said requisition, the board of directors shall be deemed to be unable to perform or failing to perform its function of convening a general meeting. The supervisory committee itself may convene and preside over the general meeting. The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p> <p>(5) where the board of directors refuses to convene the meeting as requested by shareholders, or does not give any reply within ten (10) days after receipt of the requisition, the shareholders shall propose to the supervisory committee in writing to convene the meeting. Where the supervisory committee agrees to convene the meeting, it should issue the notice of the meeting within five (5) days after receipt of the requisition. Prior approval from the original proposer(s) is required for any change to the original motion.</p> <p>Where the supervisory committee fails to issue notice of the meeting within the prescribed period, the supervisory committee shall be deemed not to convene and preside over the meeting, and the</p>

No.	Existing Articles	Amended Articles
	<p>Where the supervisory committee or shareholders decide to convene and hold the meeting on their own in accordance with the preceding paragraphs, they should inform the board of directors in writing and file for record with the competent authorities in accordance with applicable regulations. The board of directors and the secretary to the board of directors shall be cooperative for purpose of the meeting and the board of directors shall provide the register of shareholders. All reasonable expenses incurred for the meeting shall be borne by the Company, and shall be set off against any sums owed to the directors in default by the Company.</p>	<p>shareholders individually or jointly holding not less than 10% shares of the Company for a period of ninety (90) consecutive days or more are entitled to convene and preside over the meeting on their own (the shareholding of the convening shareholders shall not fall below 10% prior to the announcement of the resolution(s) passed at the meeting). The convening procedures should be as similar as possible as that in which meetings are to be convened by the board of directors.</p> <p>Where the supervisory committee or shareholders decide to convene and hold the meeting on their own in accordance with the preceding paragraphs, they should inform the board of directors in writing and file for record with the competent authorities in accordance with applicable regulations. The board of directors and the secretary to the board of directors shall be cooperative for purpose of the meeting and the board of directors shall provide the register of shareholders. All reasonable expenses incurred for the meeting shall be borne by the Company.</p>
52	<p>Article 84</p> <p>Subject to the laws and administrative regulations and the Articles of Association, the board of directors may, at its sole discretion, accept written resolutions in lieu of a general meeting, in which case, the board of directors shall prepare and send the draft resolutions and the</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>blank ballots for voting via telecommunication, each of the same format, to each shareholder by hand or prepaid mail. For the holders of domestic-invested shares, such draft resolutions and blank ballots may be issued by way of public announcement. A shareholder who is entitled to vote shall, within the validity period of the voting, deliver his ballot together with his identity document to the secretary to the board of directors of the Company, by hand or prepaid mail. As witnessed by the lawyer or notarized by the notary engaged by the Company, when the number of shareholders who endorse the resolution reached the necessary quorum for adoption of such resolutions, the resolutions shall be deemed to be resolutions adopted at a general meeting.</p> <p>The delivery of draft resolutions and blank ballots shall comply with the relevant provisions set out in Chapter 22 hereof.</p>	
53	<p>Article 85</p> <p>A general meeting shall be presided over and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his duties, the vice-chairman of the board of directors (in case of two or more vice-chairmen, the vice-chairman who is jointly elected by one half or more of the directors) shall preside over and chair the meeting. If the vice-chairman is unable or fails to perform his duties, the meeting shall</p>	<p>Article 79</p> <p>A general meeting shall be presided over and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the vice-chairman of the board of directors (in case of two or more vice-chairmen, the vice-chairman who is jointly elected by one half or more of the directors) shall preside over and chair the meeting. If the vice-chairman is unable or fails to perform his/her duties, the</p>

No.	Existing Articles	Amended Articles
	<p>be presided over and chaired by a director jointly elected by one half or more of the directors.....</p> <p>During the course of a general meeting, if the chairman of the meeting is in breach of the rules of procedure and renders it impossible for the meeting to continue, with the consent of the shareholders present at the meeting and representing more than one half of the total voting rights of all shareholders so present, the general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue.</p>	<p>meeting shall be presided over and chaired by a director jointly elected by one half or more of the directors.....</p> <p>During the course of a general meeting, if the chairman of the meeting is in breach of the rules of procedure and renders it impossible for the meeting to continue, with the consent of the shareholders present at the meeting and representing more than one half of the total voting rights of all shareholders so present, the general meeting may elect one individual to be the chairman of the meeting and the meeting shall continue. The Company's rules of procedures for the general meeting specifies in details the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements. They shall be stipulated by the Board and approved by the general meeting.</p>
54	<p>Article 86</p> <p>The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting. The Company shall announce the resolutions of a general meeting in accordance with applicable laws</p>	<p>Article 80</p> <p>The chairman of the meeting shall be responsible for, according to the voting result, determining whether a resolution has been passed. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting. The Company shall announce the resolutions of a general</p>

No.	Existing Articles	Amended Articles
	and relevant requirements of the stock exchange on which the shares of the Company are listed.	meeting in accordance with applicable laws and relevant requirements of the stock exchange on which the shares of the Company are listed.
55	<p>Article 88</p> <p>The convener should ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The meeting minutes together with the signatures of shareholders present and proxy forms shall be kept at the legal address of the Company for at least ten (10) years.</p>	<p>Article 82</p> <p>Minutes of general meetings shall be kept and the Director Secretary shall be responsible therefor.</p> <p>The conveners of general meetings shall keep meeting minutes according to the applicable laws, administrative regulations and/or relevant listing rules, and ensure the truthfulness, accuracy and completeness of the minutes of the meeting. The meeting minutes together with the signatures of shareholders present at the meeting, proxy forms, and the valid information for on-line and other forms of voting shall be kept at the legal address of the Company for at least ten (10) years.</p>
56	<p>Article 89</p> <p>Copies of the minutes of any general meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within seven (7) days after receipt of reasonable fees therefor.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
57	<p>Article 90</p> <p>The Company shall have a board of directors, which shall be accountable to the Company's general meetings.</p> <p>Subject to the requirements of relevant listing rules as applicable from time to time, the board of directors shall consist of twelve (12) directors, of whom not less than one half shall be outside directors and not less than one third shall be independent directors. At least one of the independent directors shall have accounting expertise.</p> <p>The board of directors shall have one (1) chairman and two (2) vice-chairmen.</p>	<p>Article 83</p> <p>The Company shall have a board of directors, which shall be accountable to the Company's general meetings.</p> <p>Subject to the requirements of relevant share listing rules as amended from time to time applicable to the Company, the board of directors shall consist of twelve (12) directors, of whom not less than one half shall be outside directors and not less than one third shall be independent directors. At least one of the independent directors shall have accounting expertise.</p> <p>The board of directors shall have one (1) chairman and two (2) vice-chairmen.</p>
58	<p>Article 91</p> <p>A director shall be a natural person.</p> <p>A director is not required to hold shares of the Company.</p>	<p>Deleted</p>
59	<p>Article 92</p> <p>Directors shall be elected or changed at the shareholders' general meeting, for a term of three (3) years, and may be removed from their office by the general meeting prior to the maturity of their term. Upon maturity of the term of office, a director shall be eligible for</p>	<p>Article 84</p> <p>Directors shall be elected or changed at the shareholders' general meeting, for a term of three (3) years, and may be removed from their office by the general meeting prior to the maturity of their term. Upon maturity of the term of office, a director shall be eligible for</p>

No.	Existing Articles	Amended Articles
	<p>re-election and reappointment. An independent director shall not serve more than six (6) consecutive years.</p> <p>The term of office of a director shall commence from the date on which he/she takes office to the expiration of the term of the current session of the board of directors. Where re-election is not carried out timely after a director's term of office expires, the existing director shall continue to perform the director's duties subject to the laws, administrative regulations, departmental rules and the Articles of Association before a new director is elected to take office.</p> <p>The managers and other senior management members may also serve as directors. The total number of directors also serving as managers, other senior manager members or employees' representatives shall not be more than one half of the total number of the directors of the Company.</p>	<p>re-election and reappointment. An independent director shall not serve more than six (6) consecutive years.</p> <p>The term of office of a director shall commence from the date on which he/she takes office to the expiration of the term of the current session of the board of directors. Where re-election is not carried out timely after a director's term of office expires, the existing director shall continue to perform the director's duties subject to the laws, administrative regulations, departmental rules and the Articles of Association before a new director is elected to take office.</p> <p>The general managers and other senior management members may also serve as directors. The total number of directors also serving as general managers, other senior manager members or employees' representatives shall not be more than one half of the total number of the directors of the Company.</p>
60	<p>Article 93</p> <p>The candidates for election as directors shall be placed as a motion for the resolution before a general meeting.</p> <p>Candidates for directors (other than independent directors) may be nominated by the board of directors, supervisory committee or shareholders individually or jointly holding not less than 3% of the Company voting shares, and shall be elected by the shareholders'</p>	<p>Article 85</p> <p>The candidates for election as directors shall be placed as a motion for the resolution before a general meeting.</p> <p>Candidates for directors (other than independent directors) may be nominated by the board of directors, supervisory committee or shareholders individually or jointly holding not less than 3% of the Company voting shares, and shall be elected by the shareholders'</p>

No.	Existing Articles	Amended Articles
	<p>general meetings.</p> <p>Candidates for independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or jointly holding not less than 1% of the Company voting shares, and shall be elected by the shareholders' general meetings.</p> <p>A written notice of the intention to nominate a person for election as a director and a notice in writing by that person indicating his acceptance of such nomination shall be lodged with the Company after the notice of relevant general meeting is dispatched and no later than seven (7) days before the holding of relevant general meeting.</p>	<p>general meetings.</p> <p>Candidates for independent directors may be nominated by the board of directors, supervisory committee or shareholders individually or jointly holding not less than 1% of the Company voting shares, and shall be elected by the shareholders' general meetings. Investor protection institutions established in accordance with laws may publicly request shareholders to appoint them to exercise the rights to nominate independent directors on their behalf. The nominator(s) shall not nominate persons who are interested parties with him/her or other close members who have other circumstances that may affect their independent duty performance as candidates for independent directors.</p>
61	<p>Article 94</p> <p>The following procedure shall be followed prior to the election of independent directors:</p> <p>(1) before nominating a candidate for independent director, the nominator shall seek the consent of the nominee, acquire all the personal particulars of the nominee as to his occupation, academic qualification, title, detailed work experience and concurrent jobs, and shall provide such particulars in writing to the Company. The candidate shall undertake in writing to the Company that he accepts</p>	<p>Article 86</p> <p>The following procedure shall be followed prior to the election of independent directors:</p> <p>(1) before nominating a candidate for independent director, the nominator shall seek the consent of the nominee, acquire all the personal particulars of the nominee as to his/her occupation, academic qualification, title, detailed work experience and concurrent jobs, whether there is material discredit and other bad records, and shall provide such particulars in writing to the</p>

No.	Existing Articles	Amended Articles
	<p>the nomination, that the information publicly disclosed about him is true and complete, and that he will earnestly perform directorship duties if elected;</p> <p>(2) the person nominating a candidate for independent director shall give opinion on the qualification and independence of the nominee to act as an independent director and, if required under applicable laws and regulations and/or relevant listing rules, the nominee shall make an open announcement to the effect that there is no relationship between the Company and him which may possibly affect his independent and objective judgment;</p> <p>(3) where a candidate for independent director is nominated before the Company holds a meeting of the board of directors, the written information regarding the nominee set out in subparagraphs (1) and (2) of this Article shall be, if required under applicable laws and regulations and/or relevant listing rules, announced together with the resolutions of the board of directors;</p> <p>(4) in the case where a temporary motion for the election of an independent director is put forward by shareholders holding 3% or more of the Company's voting shares, the intent to nominate a candidate for independent director and the written notice indicating the nominee's willingness to accept the nomination, together with the relevant written information and undertakings of the nominee as</p>	<p>Company. The candidate shall undertake in writing to the Company that he/she accepts the nomination, that the information publicly disclosed about him/her is true and complete, and that he/she will earnestly perform directorship duties if elected;</p> <p>(2) the person nominating a candidate for independent director shall give opinion on the independence and other qualifications of nominee to act as an independent director and, if required under applicable laws and regulations and/or relevant listing rules, the nominee shall make an open announcement that he/she fulfils the independence and other qualifications to act as an independent director;</p> <p>(3) where a candidate for independent director is nominated before the Company holds a meeting of the board of directors, the written information regarding the nominee set out in subparagraphs (1) and (2) of this Article shall be, if required under applicable laws and regulations and/or relevant listing rules, announced together with the resolutions of the board of directors;</p> <p>(4) in the case where a temporary motion for the election of an independent director is put forward by shareholders holding 3% or more of the Company's voting shares, the intent to nominate a candidate for independent director and the written notice indicating the nominee's willingness to accept the nomination, together with</p>

No.	Existing Articles	Amended Articles
	<p>set forth in subparagraphs (1) and (2) hereof, shall be delivered to the Company no later than ten (10) days before the holding of the general meeting;</p> <p>(5) prior to the holding of a general meeting for the purpose of electing independent director(s), the Company shall, if required under applicable laws and regulations and/or relevant listing rules, submit the relevant information of the nominee(s) to the securities regulatory authorities of the State Council and its local office and the stock exchange where the shares of the Company are listed and traded. In the case that the board of directors of the Company dissents from the relevant information on the nominees, written opinions of the board of directors shall be also submitted. If the securities regulatory authority of the State Council opposes to the nomination of any nominee, such nominee shall be eliminated as a candidate for independent director. At the general meeting for the purpose of election of independent directors, the board of directors shall make a statement as to whether any candidate for independent director is opposed by the securities regulatory authority of the State Council.</p>	<p>the relevant written information and undertakings of the nominee as set forth in subparagraphs (1) and (2) hereof, shall be delivered to the Company no later than ten (10) days before the holding of the general meeting;</p> <p>(5) prior to the holding of a general meeting for the purpose of electing independent director(s), the Company shall, if required under applicable laws and regulations and/or relevant listing rules, submit the relevant information of the nominee(s) to the stock exchange. In the case that the board of directors of the Company dissents from the relevant information on the nominees, written opinions of the board of directors shall be also submitted. If the stock exchange raises objections to a candidate for independent director, the Company shall not submit it for election at the general meeting.</p>
62	<p>Article 95</p> <p>The following procedure shall be followed prior to the election of non-independent directors:</p>	<p>Article 87</p> <p>The following procedure shall be followed prior to the election of non-independent directors:</p>

No.	Existing Articles	Amended Articles
	<p>(1) Before nominating a candidate for non-independent director, the nominator shall seek the consent of the nominee, acquire all the personal particulars of the nominee as to his occupation, academic qualification, title, detailed work experience and concurrent jobs, and shall provide such particulars in writing to the Company. The candidate shall undertake in writing to the Company that he accepts the nomination, that the information publicly disclosed about him is true and complete, and that he will earnestly perform directorship duties if elected;</p> <p>(2) where a candidate for non-independent director is nominated before the Company holds a meeting of the board of directors, the written information regarding the nominee set out in subparagraph (1) of this Article shall be, if required under applicable laws and regulations and/or relevant listing rules, announced together with the resolutions of the board of directors;</p> <p>(3) in the case where a temporary motion for the election of non-independent director is put forward by shareholders holding 3% or more of the Company's voting shares, the intent to nominate a candidate for the director and the written notice indicating the nominee's willingness to accept the nomination, together with the relevant written information and undertakings of the nominee as set forth in subparagraph (1) above, shall be delivered to the Company</p>	<p>(1) before nominating a candidate for non-independent director, the nominator shall seek the consent of the nominee, acquire all the personal particulars of the nominee as to his/her occupation, academic qualification, title, detailed work experience and concurrent jobs, whether there is material discredit and other bad records, and shall provide such particulars in writing to the Company. The candidate shall undertake in writing to the Company that he accepts the nomination, that the information publicly disclosed about him/her is true and complete, and that he/she will earnestly perform directorship duties if elected;</p> <p>(2) where a candidate for non-independent director is nominated before the Company holds a meeting of the board of directors, the written information regarding the nominee set out in subparagraph (1) of this Article shall be, if required under applicable laws and regulations and/or relevant listing rules, announced together with the resolutions of the board of directors;</p> <p>(3) in the case where a temporary motion for the election of non-independent director is put forward by shareholders holding 3% or more of the Company's voting shares, the intent to nominate a candidate for the director and the written notice indicating the nominee's willingness to accept the nomination, together with the relevant written information and undertakings of the nominee as set</p>

No.	Existing Articles	Amended Articles
	no later than ten (10) days before the holding of the general meeting;	forth in subparagraph (1) above, shall be delivered to the Company no later than ten (10) days before the holding of the general meeting;
63	<p>Article 96</p> <p>The cumulative voting system will be adopted for the election of directors and supervisors at a general meeting, i.e., when two or more directors or supervisors are being elected at a general meeting, each of the shares held by the shareholders participating in voting shall carry voting rights equal in number to the total number of directors or supervisors to be elected; a shareholder may cast all of his votes on a particular candidate or on multiple candidates.</p>	<p>Article 88</p> <p>The cumulative voting system will be adopted for the election of directors and supervisors at a general meeting, i.e., when two or more directors or supervisors are being elected at a general meeting, each of the shares held by the shareholders participating in voting shall carry voting rights equal in number to the total number of directors or supervisors to be elected; a shareholder may cast all of his/her votes on a particular candidate or on multiple candidates.</p> <p>The provisions of the preceding paragraph shall apply when more than two independent directors are elected at the general meeting.</p>
64	<p>Article 97</p> <p>Subject to compliance with relevant laws and administrative regulations, the general meeting may remove any director (including executive director) by ordinary resolution before the expiration of his term of office. However, the director's right to claim for damages which arise out from his removal shall not be affected thereby.</p> <p>Any director who fails to attend meetings of the board of directors in</p>	<p>Article 89</p> <p>Subject to compliance with relevant laws and administrative regulations, the general meeting may remove any director (including executive director) by ordinary resolution before the expiration of his/her term of office. However, the director's right to claim for damages which arise out from his/her removal shall not be affected thereby.</p>

No.	Existing Articles	Amended Articles
	<p>person for two consecutive times, nor appoints another director to be present on his behalf, shall be deemed incapable of performing his duties, and the board of directors shall propose to the general meeting to replace such director.</p> <p>Where any existing director falls within any of the circumstances specified in Article 146 of the Company Law or is prohibited from entering the securities market by the China Securities Regulatory Commission, the board of directors shall cause such director to cease performing his duties and propose to the general meeting for the dismissal and replacement of such director forthwith from the date it became aware of the above situation.</p> <p>Should an independent director fail to attend in person the meetings of the board of directors for three consecutive times, the board of directors may propose to the general meeting to replace such director. An independent director shall not be dismissed without a justified cause before the expiration of his term, unless under the above circumstances or the circumstances specified in subparagraph (2) of Article 107 hereof or any of the conditions specifying the disqualification of a director under the Company Law has occurred. The Company shall disclose any dismissal of an independent director prior to expiration of his term as a special disclosure matter. Should an independent director think he was dismissed without a justified</p>	<p>Any director who fails to attend meetings of the board of directors in person for two consecutive times, nor appoints another director to be present on his/her behalf, shall be deemed incapable of performing his/her duties, and the board of directors shall propose to the general meeting to replace such director.</p> <p>Where any existing director falls within any of the circumstances specified by the laws, administrative regulations, the relevant listing rules or the Articles of Association where he/she shall not serve as a director of the Company, the board of directors, from the date of obtaining such knowledge, shall immediately cause such director to cease performing his/her duties and propose to the general meeting for the dismissal and replacement of such director.</p> <p>Before the expiration of the term of office of an independent director, the Company may remove him/her from office in accordance with legal procedures. In the event that an independent director is removed in advance, the Company shall timely disclose the specific reasons and basis. The Company shall timely disclose any objection of the independent director, if any.</p> <p>Where an independent director who does not meet the qualifications for serving as a director of a listed company or the independence requirements for independent directors as specified in the laws and regulations or the Articles of</p>

No.	Existing Articles	Amended Articles
	<p>cause, he may make a public statement in respect thereof.</p>	<p>Association shall immediately cease to perform his/her duties and resign from his/her position. If he/she fails to resign, the board of directors shall, upon becoming aware of or should become aware of the fact, immediately remove him/her from office as required.</p> <p>Should an independent director fail to attend in person the meetings of the board of directors for threetwo consecutive times and fails to entrust another independent director to attend the meetings on his/her behalf, the board of directors shall, within thirty (30) days from the date of the occurrence of such fact, propose to the general meeting to replace such director.</p>
65	<p>Article 98</p> <p>A director may tender resignation prior to the expiry of his term. A resigning director shall submit to the board of directors a written resignation report which, in case of an independent director, shall contain explanations on matters related to his resignation or any other matters that he may consider necessary to be brought to the attention of the shareholders and creditors of the Company.</p> <p>In the event that the number of occupied seats on the board of directors falls below the statutory minimum as a result of the resignation of a director, such resignation shall not become effective</p>	<p>Article 90</p> <p>A director may tender resignation prior to the expiry of his/her term. A resigning director shall submit to the board of directors a written resignation report which, in case of an independent director, shall contain explanations on matters related to his/her resignation or any other matters that he/she may consider necessary to be brought to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for and concerns about the resignation of an independent director.</p> <p>In the event that the number of occupied seats on the board of</p>

No.	Existing Articles	Amended Articles
	<p>until the vacancy resulting from his resignation is filled up by a succeeding director. The remaining directors shall convene an extraordinary general meeting as early as possible to elect a director to fill up the vacancy resulting from the said resignation. Prior to any resolution made on the election of director(s) at the general meeting, powers of the resigning director and the remaining directors shall be subject to reasonable restraints.</p> <p>Should the resignation of an independent director result in the proportion of independent directors in the board of directors the Company falling below the minimum requirement as required by the relevant regulatory authorities, the resignation report of the said independent director shall not take effect until the vacancy resulting from his resignation is filled up by a succeeding director.</p> <p>Save for the abovementioned circumstances, the resignation of a director shall take effect when his resignation report is served to the board of directors.</p>	<p>directors falls below the statutory minimum as a result of the resignation of a director, such resignation shall not become effective until the vacancy resulting from his/her resignation is filled up by a succeeding director. The existing director shall continue to perform the director’s duties subject to the laws, administrative regulations, relevant listing rules and the Articles of Association before a new director is elected to take office.</p> <p>Should the resignation of an independent director result in the proportion of independent directors in the board of directors of the Company or its special committees falling below the requirement as required by the laws, administrative regulations, relevant listing rules or the Articles of Association, or result in a shortage of accounting professionals among the independent directors, the resignation report of the said independent director shall not take effect until the vacancy resulting from his/her resignation is filled up by a succeeding director. The independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The listed company shall complete the by-election of an independent director within 60 days from the date the independent director tenders his/her resignation.</p> <p>Save for the abovementioned circumstances, the resignation of a</p>

No.	Existing Articles	Amended Articles
		director shall take effect when his/her resignation report is served to the board of directors.
66	<p>Article 99</p> <p>The board of directors shall be accountable to general meetings and exercise the following functions and powers:</p> <p>.....</p> <p>(6) to formulate proposals for increase or decrease of the Company's registered capital and for issue of corporate bonds;</p> <p>(7) to draw up plans for repurchase of the Company's shares or for merger, division or dissolution of the Company;</p> <p>(8) to determine external investments, acquisition and disposal of assets, assets pledge, entrusted asset management and connected transactions of the Company within the authorisation of the general meeting; and to decide on external guarantees; matters other than those requiring approval of the shareholders at general meeting according to relevant laws, administrative regulations and the provisions of the Articles of Association;</p> <p>.....</p>	<p>Article 91</p> <p>The board of directors shall be accountable to general meetings and exercise the following functions and powers:</p> <p>.....</p> <p>(6) to formulate proposals for increase or decrease of the Company's registered capital and for issue of corporate bonds or other securities, and listing plans;</p> <p>(7) to draw up plans for significant acquisition of the Company, repurchase of the Company's shares or for merger, division, dissolution and changing the form of the Company;</p> <p>(8) to determine external investments, acquisition and disposal of assets, assets pledge, entrusted asset management, connected transactions and external donations of the Company within the authorisation of the general meeting; and to decide on external guarantees; matters other than those requiring approval of the shareholders at general meeting according to relevant laws, administrative regulations and the provisions of the Articles of Association;</p>

No.	Existing Articles	Amended Articles
	
67	<p>Article 102</p> <p>In addition to the functions and powers provided by the Company Law, other applicable laws, administrative regulations and the Articles of Association, the independent directors shall have the following specific functions and powers:</p> <p>(1) Significant connected transactions (as determined by the competent regulatory authority from time to time) that are subject to consideration and approval of shareholders' general meeting as required by the laws, regulations and/or applicable listing rules and appointment or dismissal of the Company's accounting firm shall be subject to the approval of one half or more of the independent directors before they are put forward to the board of directors for discussion, provided that relevant requirements (if any) under applicable laws, regulations and/or applicable listing rules shall be complied with. A resolution of the board of directors in respect of connected transactions shall not become effective until being signed by the independent directors. Before making their decision, the independent directors may engage intermediaries to provide an independent financial advice to form the basis of their decision;</p>	<p>Article 94</p> <p>In addition to the functions and powers provided by the Company Law, other applicable laws, administrative regulations and the Articles of Association, the independent directors shall have the following specific functions and powers:</p> <p>(1) to independently engage an intermediary organisation to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(2) to propose to the board of directors for holding general meetings;</p> <p>(3) to propose to hold a Board meeting;</p> <p>(4) to publicly solicit shareholders' rights from the shareholders in accordance with the laws;</p> <p>(5) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders;</p> <p>(6) other functions and powers prescribed by laws, administrative regulations, securities regulatory authorities and</p>

No.	Existing Articles	Amended Articles
	<p>(2) to propose to the board of directors for the appointment or dismissal of accounting firms;</p> <p>(3) two independent directors or one half or more of the independent directors may jointly propose to the board of directors to convene an extraordinary general meeting;</p> <p>(4) to propose to hold a board meeting;</p> <p>(5) to engage external auditors and consultants on their own;</p> <p>(6) to publicly solicit voting rights from the shareholders prior to the convening of a general meeting;</p> <p>(7) to report directly to the general meetings, the securities regulatory authority of the State Council and other relevant authorities.</p> <p>The exercise of the functions and powers specified in subparagraphs (2), (3), (4), (6) and (7) of this Article requires the consent of one half or more of all the independent directors, and the exercise of the function and power specified in subparagraph (5) of this Article requires the unanimous consent of all the independent directors.</p> <p>In the event that the above proposals have not been accepted or above powers can not be exercised in the normal manner, the Company shall, in accordance with relevant requirements (if</p>	<p>the Articles of Association.</p> <p>Where an independent director exercises the functions and powers listed in subparagraphs (1) to (3) of the preceding paragraph, he/she shall obtain the approval of a majority of all independent directors.</p> <p>When an independent director exercises the functions and powers listed in Clause (1), the Company shall disclose in a timely manner. Where the aforementioned functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</p>

No.	Existing Articles	Amended Articles
	any) under applicable laws and regulations and relevant listing rules, disclose relevant circumstance.	
68	Added	<p>Article 95</p> <p>The following matters shall be submitted to the board of directors for consideration after being approved by a majority of all independent directors of the Company:</p> <p>(1) related-party transactions that shall be disclosed;</p> <p>(2) the proposal for change or waiver of commitments by the Company and related parties;</p> <p>(3) in the event of a takeover, decisions made and measures taken by the board of directors of the Company in response to the takeover;</p> <p>(4) other matters as specified by laws, administrative regulations, regulations of the CSRC, and the Articles of Association.</p>
69	Added	<p>Article 96</p> <p>The Company shall hold a meeting exclusively attended by independent directors (the “special meeting of independent directors”) on a regular or irregular basis. Matters listed in items (1) to (3) of Article 98, and Article 99 shall be considered</p>

No.	Existing Articles	Amended Articles
		<p>at a special meeting of independent directors.</p> <p>The special meetings of independent directors may study and discuss other matters of the Company as needed.</p> <p>The special meetings of independent directors shall be convened and chaired by an independent director jointly elected by more than half of the independent directors; in the event that the convenor is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene their own meeting and elect a representative to chair the meeting.</p> <p>The Company shall provide convenience and support for the convening of the special meetings of independent directors.</p>
70	<p>Article 108</p> <p>At least four meetings of the board of directors shall be held every year, which shall be convened by the chairman of the board of directors. Notice of a board meeting shall be served on all of the directors fourteen (14) days before the date of the meeting.</p> <p>The chairman of the board of directors shall convene an extraordinary meeting of the board of directors within ten (10) days upon occurrence of any of the following circumstances, in which case the aforesaid limitation on the notification period shall not apply</p>	<p>Article 102</p> <p>At least four meetings of the board of directors shall be held every year, which shall be convened by the chairman of the board of directors. Notice of a Board meeting shall be served on all of the directors and supervisors fourteen (14) days before the date of the meeting.</p> <p>The chairman of the board of directors shall convene an extraordinary meeting of the board of directors within ten (10) days upon occurrence of any of the following circumstances, in which</p>

No.	Existing Articles	Amended Articles
	<p>but the reasonable notice should be given to all directors:</p> <p>(1) when proposed by shareholders representing 10% or more of voting rights;</p> <p>(2) when deemed as necessary by the chairman of the board of directors;</p> <p>(3) when proposed jointly by one third or more of the directors;</p> <p>(4) when proposed jointly by one half or more of the independent directors;</p> <p>(5) when proposed by the supervisory committee;</p> <p>(6) when proposed by the general manager.</p> <p>Notices of board meetings and extraordinary board meetings should be served on all directors, either by facsimile, by express mail, by registered airmail, by hand or by electronic mail.</p> <p>Should a director attend a meeting, and does not raise a contention regarding non- receipt of notice of the meeting prior to or at the meeting, such notice shall be deemed as served to him.</p>	<p>case the aforesaid limitation on the notification period shall not apply but the reasonable notice should be given to all directors:</p> <p>(1) when proposed by shareholders representing 10% or more of voting rights;</p> <p>(2) when deemed as necessary by the chairman of the board of directors;</p> <p>(3) when proposed jointly by one third or more of the directors;</p> <p>(4) when proposed jointly by more than one half of the independent directors;</p> <p>(5) when proposed by the supervisory committee;</p> <p>(6) when proposed by the general manager.</p> <p>Notices of regular board meetings and extraordinary board meetings should be served on, either by facsimile, by express mail, by registered airmail, by hand or by electronic mail.</p> <p>Should a director attend a meeting, and does not raise a contention regarding non- receipt of notice of the meeting prior to or at the meeting, such notice shall be deemed as served to him/her. The notice of a board of directors meeting shall include the date, venue and duration of the meeting, the reason for convening the meeting and agenda thereof, and the date of issuing the notice.</p>

No.	Existing Articles	Amended Articles
71	<p>Article 109</p> <p>Where the time and place of regular board meetings are stipulated by the board of directors in advance, such meetings can be convened without giving notice. Otherwise, the chairman of the board of directors or the proposer(s) shall notify in writing the secretary to the board of directors of the proposal and agenda of the meeting. Except otherwise stipulated in Article 108 hereof, the secretary to the board of directors shall, within fourteen (14) days upon receipt of the said notice, notify all directors of the time, place and agenda of the meeting, and any directors shall be entitled to waiver his right to receive such notice, whether before or after the dispatch of such notice. The secretary to the board of directors should send a copy of the above-mentioned notice of the board meeting to the chairman of the supervisory committee before the holding of the meeting.</p>	<p>Deleted</p>
72	<p>Article 111</p> <p>Directors shall attend the board meeting in person. A regular or extraordinary board meeting may be held by way of telephone conference or other similar telecommunication equipment, as long as the participating directors can hear clearly what the other directors are saying and communicate with each other in a normal manner, and all participating directors shall be deemed as attending the meeting</p>	<p>Article 104</p> <p>Directors shall attend the Board meeting in person. A regular or extraordinary board meeting may be held by way of telephone conference or other similar telecommunication equipment, as long as the participating directors can hear clearly what the other directors are saying and communicate with each other in a normal manner, and all participating directors shall be deemed as attending the</p>

No.	Existing Articles	Amended Articles
	<p>in person.</p> <p>.....</p>	<p>meeting in person.</p> <p>.....</p>
73	<p>Article 116</p> <p>The secretary to the board of directors shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary responsibilities are:</p> <p>(1) to assist directors to handle the day-to-day work of the board of directors;</p> <p>(2) to ensure that the Company has complete organizational documents and records;</p> <p>(3) to ensure that the Company prepares and delivers the reports and documents required by competent authorities in accordance with law;</p> <p>(4) to handle matters in relation to information disclosure and ensure information is disclosed in a timely, accurate, legitimate, truthful and complete manner;</p> <p>(5) to ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to access to the relevant records and documents are furnished with such records</p>	<p>Article 109</p> <p>The secretary to the board of directors shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary responsibilities are:</p> <p>(1) being responsible for handling disclosure of information of the Company, coordinating the disclosure of company information, organizing the formulation of a management system for the Company’s information disclosure affairs and supervising the Company and the relevant information disclosure obligators to comply with the relevant regulations on information disclosure;</p> <p>(2) being responsible for managing investor relations, coordinating communication between the Company and securities regulators, investors and actual controllers, intermediaries, media, etc.;</p> <p>(3) preparing and organising Board meetings and general meetings, attending general meetings, Board meetings, meetings of the supervisory committee and relevant meetings of the senior</p>

No.	Existing Articles	Amended Articles
	<p>and documents without delay;</p> <p>(6) to perform other duties as provided for in relevant laws, administrative regulations, the Articles of Association and the listing rules of the stock exchange where the Company's shares are listed.</p>	<p>management, being responsible for taking the minutes and giving signature;</p> <p>(4) being responsible for the confidentiality of information disclosure of the Company, and immediately reporting and disclosing to the stock exchange in accordance with relevant laws and regulations in the event of material information leakage that has not been made public;</p> <p>(5) paying attention to media reports and taking the initiative to verify the facts and urging the relevant entities such as the Company to respond to the inquiries from the stock exchange in a timely manner;</p> <p>(6) organising trainings for directors, supervisors and senior management of the Company on relevant laws and regulations and relevant provisions of stock exchanges, and assisting the aforesaid personnel in understanding their respective responsibilities in information disclosure;</p> <p>(7) urging directors, supervisors and senior executives to abide by laws and regulations, relevant regulations of the stock exchange and the Articles of Association, and earnestly fulfill their commitments. When learning that the Company, directors, supervisors and senior executives have made or may make resolutions that violate relevant regulations, they should be</p>

No.	Existing Articles	Amended Articles
		<p>reminded and should be reported to the securities regulatory authorities immediately and truthfully;</p> <p>(8) being responsible for the management of changes in the Company's shares and derivatives thereon;</p> <p>(9) to perform other duties as provided in the laws, administrative regulations, the Articles of Association and the listing rules of the stock exchange where the Company's shares are listed.</p>
74	<p>Article 118</p> <p>The Company shall have a general manager who shall be responsible for the day-to-day business operations and administrative management of the Company. The Company shall also have several deputy general managers who shall assist the general manager. The general manager and deputy general managers shall be appointed or removed by the board of directors.</p> <p>Where the general manager or a deputy general manager is found to be involved in the cases as provided for in Article 146 of the Company Law, or is confirmed by the CSRC to be denied entry into the securities market, the board of directors, from the date of obtaining such knowledge, shall immediately suspend performance of duties by such general manager or deputy general manager, and</p>	<p>Article 111</p> <p>The Company shall have a general manager who shall be responsible for the day-to-day business operations and administrative management of the Company. The Company shall also have several deputy general managers who shall assist the general manager. The general manager and deputy general managers shall be appointed or removed by the board of directors.</p> <p>Where the general manager or a deputy general manager falls within any of the circumstances specified by the laws and regulations or the Articles of Association where he/she shall not serve as a senior management member of the Company, the board of directors, from the date of obtaining such knowledge, shall immediately suspend performance of duties by such general</p>

No.	Existing Articles	Amended Articles
	<p>dismiss him at a board meeting.</p> <p>The general manager and deputy general managers have a term of office of 3 years and shall be eligible for reappointment and re-election.</p>	<p>manager or deputy general manager, and dismiss him/her at a Board meetings.</p> <p>The general manager and deputy general managers have a term of office of 3 years and shall be eligible for reappointment and re-election.</p>
75	<p>Article 119</p> <p>The general manager of the Company shall be accountable to the board of directors and exercise the following powers:</p> <p>(1) to preside over the production, operation and management of the Company and to implement resolutions of the board of directors;</p> <p>.....</p> <p>(7) to propose the appointment or dismissal of the Company’s deputy general managers and the financial controller;</p> <p>(8) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>.....</p>	<p>Article 112</p> <p>The general manager of the Company shall be accountable to the board of directors and exercise the following powers:</p> <p>(1) to preside over the production, operation and management of the Company, to implement resolutions of the board of directors and report the work to the board of directors;</p> <p>.....</p> <p>(7) to propose the appointment or dismissal of the Company’s deputy general managers and the chief financial officer;</p> <p>(8) to decide to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>.....</p>
76	<p>Article 122</p> <p>The general manager of the Company, in performing his/her</p>	<p>Article 115</p> <p>The general manager of the Company, in performing his/her</p>

No.	Existing Articles	Amended Articles
	functions, shall act honestly and diligently and in accordance with the laws, administrative regulations, and the Articles of Association.	functions, shall act loyalty and diligently and in accordance with the laws, administrative regulations, and the Articles of Association.
77	Added	<p>Article 116</p> <p>The general manager shall formulate detailed work rules of the general manager and submit the same to the board of directors for approval before implementation.</p> <p>The detailed work rules of the general manager shall include the following:</p> <p>(1) conditions and procedures for convening a general manager meeting and the participating personnel;</p> <p>(2) specific duties and division of work of the manager and other senior management members;</p> <p>(3) use of funds and assets, authority of entering into material contracts and the system on reporting to the board of directors and the supervisory committee;</p> <p>(4) other matters which are deemed necessary by the board of directors.</p>
78	Added	<p>Article 117</p> <p>The general manager and other senior management members</p>

No.	Existing Articles	Amended Articles
		<p>may tender their resignations prior to the expiry of their terms of office. The specific procedures and rules in relation to the resignation of senior management members shall be provided in the labour contracts entered into between such persons and the Company.</p>
79	<p>Added</p>	<p>Article 118</p> <p>The general manager and other senior management members shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. The general manager and other senior management members shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.</p>
80	<p>Article 127</p> <p>Where a supervisor is found to be involved in the cases as provided in Article 147 of the Company Law, or is confirmed by the CSRC to be denied entry into the securities market, the supervisory committee, from the date of obtaining such knowledge, shall immediately suspend performance of duties by such supervisor, and terminate his/her appointment at a shareholders' general meeting or</p>	<p>Article 123</p> <p>Where a supervisor falls within any of the circumstances specified by the laws and regulations or the Articles of Association where he/she shall not serve as a supervisor of a listed company, the supervisory committee, from the date of obtaining such knowledge, shall immediately cause such supervisor to cease performing his/her duties and propose to the general meeting or the employees'</p>

No.	Existing Articles	Amended Articles
	the employees' congress.	congress for the dismissal and replacement of such supervisor.
81	<p>Article 132</p> <p>The supervisory committee may require the Company's directors, general manager, deputy general managers, financial controller, secretary to the board of directors, internal auditors or external auditors to attend meetings of the supervisory committee to answer questions on issues of concern to the supervisory committee.</p>	<p>Article 128</p> <p>The supervisory committee may require the Company's directors, general manager, deputy general managers, chief financial officer, secretary to the board of directors, internal auditors or external auditors to attend meetings of the supervisory committee to answer questions on issues of concern to the supervisory committee.</p>
82	<p>Article 137</p> <p>A person may not serve as a director, supervisor, general manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>.....</p> <p>(5) a person with comparatively large debts that have fallen due but have not been settled;</p> <p>(6) a person whose case has been placed on the docket and is being investigated by the judicial authorities because of the violation of the criminal law, and such case is still pending;</p> <p>(7) a person who is not eligible for enterprise leadership according to laws and administrative regulations;</p>	<p>Article 133</p> <p>Directors, supervisors, general managers or any other senior management members of the Company shall be natural persons.</p> <p>A person may not serve as a director, a supervisor, a general manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>.....</p> <p>(5) a person with comparatively large debts that have fallen due but have not been settled;</p> <p>(6) a person who has been banned from the securities market by the CSRC by prohibiting him/her from serving as a director, supervisor and senior management members of any listed</p>

No.	Existing Articles	Amended Articles
	<p>(8) a non-natural person;</p> <p>(9) a person ruled by a competent authority to have violated securities-related regulations, where such violation involved fraudulent or dishonest acts and not more than five years have elapsed since the date of the ruling;</p> <p>(10) a person who has been prohibited from entering the market by the State Council securities regulatory authorities, and whose prohibition has yet to be lifted.</p> <p>(11) other circumstances prescribed by laws, administrative regulations, or departmental rules.</p>	<p>company, where the term of enforcement has not expired;</p> <p>(7) a person who has been publicly identified by the stock exchange as being unsuitable to serve as a director, supervisor or senior management members of any listed company, where the term of enforcement has not expired;</p> <p>(8) other circumstances prescribed by laws, administrative regulations, departmental rules or stock exchange.</p> <p>In the event that a director, supervisor or senior management members is elected, appointed or employed in violation of the provisions of this Article, such election, appointment or employment shall be null and void. In the event that any of the directors, supervisors or senior management members are involved in any of the circumstances set out in this Article during their tenure of office, the Company shall terminate their duties in accordance with the relevant provisions.</p>
83	<p>Article 138</p> <p>No more than two persons holding the position of the chairman of the board of directors, vice chairmen of the board of directors or directors of the Company's controlling shareholder may concurrently serve as the chairman of the board of directors, vice chairmen of the board of directors or directors of the Company. Any</p>	<p>Article 134</p> <p>No more than two persons holding the position of the chairman of the board of directors, vice chairmen of the board of directors or directors of the Company's controlling shareholder may concurrently serve as the chairman of the board of directors, vice chairmen of the board of directors or directors of the Company. Any</p>

No.	Existing Articles	Amended Articles
	<p>person holding any executive position other than directors or supervisors in the controlling shareholder of the Company may not concurrently serve as the senior management members including the general manager, deputy general managers, financial controller, the chief engineer, the chief economist, marketing manager, secretary to the board of directors and the chief legal counsel of the Company.</p>	<p>person holding any executive position other than directors or supervisors in the controlling shareholder of the Company may not concurrently serve as the senior management members including the general manager, deputy general managers, chief financial officer, the chief engineer, the chief economist, marketing manager, secretary to the board of directors and the chief legal counsel of the Company.</p>
84	<p>Article 139</p> <p>An independent director shall meet the following basic conditions:</p> <p>(1) to be qualified for corporate directors in accordance with laws, administrative regulations and other relevant regulations;</p> <p>(2) being independent as specified in relevant laws, administrative regulations and departmental rules;</p> <p>(3) having basic knowledge of the operation of listed companies and being familiar with the relevant laws, administrative rules, regulations, and rules;</p> <p>(4) having no less than five years' experience in the legal or economic field, or other work experience necessary for performing the duties and responsibilities of an independent director;</p> <p>(5) other conditions specified in the Articles of Association.</p>	<p>Article 135</p> <p>An independent director shall meet the following basic conditions:</p> <p>(1) to be qualified for listed company directors in accordance with laws, administrative regulations and other relevant regulations;</p> <p>(2) being independent as specified in relevant laws, administrative regulations and departmental rules;</p> <p>(3) having basic knowledge of the operation of listed companies and being familiar with the relevant laws, regulations and rules;</p> <p>(4) having no less than five years of working experience in law, accounting or economics necessary for performing the duties of an independent director;</p> <p>(5) having good personal integrity and no major breach of trust or other adverse records;</p>

No.	Existing Articles	Amended Articles
		(6) other conditions specified in the laws, administrative regulations, CSRC regulations, the listing rules of the stock exchange and the Articles of Association.
85	<p>Article 140</p> <p>An independent director must be independent. Unless otherwise prescribed in applicable laws, regulations and/or relevant listing rules, the following persons may not serve as independent directors:</p> <p>(1) the persons who are employed by the Company or its subsidiaries, or direct relatives and major social relationships thereof (direct relatives shall refer to spouses, parents, and children; and major social relationships shall include siblings, fathers-in-law and mothers-in-law, daughters-in-law and sons-in-law, brothers-in-law and sisters-in-law, and the siblings of the spouses);</p> <p>(2) the shareholders of natural persons who directly or indirectly hold not less than 1% of the issued shares of the Company, or who are among the top ten shareholders of the Company, and the direct relatives thereof;</p> <p>(3) the persons employed by corporate shareholders which directly or indirectly hold not less than 5% of the issued shares of the Company or are among the top five shareholders of the Company, and the direct relatives thereof;</p>	<p>Article 136</p> <p>An independent director must remain independent. the following persons may not serve as independent directors:</p> <p>(1) the persons who are employed by the Company or its subsidiaries, or direct relatives and major social relationships thereof (direct relatives shall refer to spouses, parents, and children; and major social relationships shall include siblings, fathers-in-law and mothers-in-law, daughters-in-law and sons-in-law, brothers-in-law and sisters-in-law, parents of spouses, and the siblings of the spouses, spouses of children, parents of spouses of children);</p> <p>(2) the shareholders of natural persons who directly or indirectly hold not less than 1% of the issued shares of the Company, or who are among the top ten shareholders of the Company, and the direct relatives thereof;</p> <p>(3) the persons employed by corporate shareholders which directly or indirectly hold not less than 5% of the issued shares of the Company or are among the top five shareholders of the Company, and the direct relatives thereof;</p>

No.	Existing Articles	Amended Articles
	<p>(4) the persons who fell under the category described in any of the above three sub-clauses in the past one year;</p> <p>(5) the persons who provide financial, legal or consulting services to the Company or any of its subsidiaries;</p> <p>(6) such other persons specified by the securities regulatory authorities under the State Council.</p>	<p>(4) The employees of subsidiaries owned by the controlling shareholders or actual controllers of the Company and their immediate relatives;</p> <p>(5) Persons who have significant business dealings with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or who serve in entities with which they have significant business dealings and their controlling shareholders or de facto controllers;</p> <p>(6) Persons providing financial, legal, consulting and sponsorship and other services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries; including, but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management and principals;</p> <p>(7) the persons who fell under the category described in in (1) to (6) within the last twelve months;</p> <p>(8) Other persons who do not possess independence as stipulated by laws, administrative regulations, regulations of the CSRC, listing rules of the stock exchange and the Articles of Association.</p> <p>The subsidiaries of the controlling shareholders and the de facto</p>

No.	Existing Articles	Amended Articles
		<p>controllers of the Company mentioned in subparagraphs 4 to 6 of the preceding paragraph exclude the enterprises which are controlled by the same state-owned assets management institution together with the Company and are not related with the Company according to the relevant regulations.</p> <p>Independent directors shall conduct an annual self-examination of independence and submit the self-examination to the board of directors. The board of directors shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time as the annual report.</p>
86	<p>Article 141</p> <p>The validity of an act of a director, general manager or any other senior management member on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p>	Deleted
87	<p>Article 143</p> <p>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchanges on which the Company's shares are listed, each of the Company's directors, supervisors, general manager and other senior management members</p>	Deleted

No.	Existing Articles	Amended Articles
	<p>owes a duty to each shareholder, in the exercise of the functions and powers entrusted by the Company to him:</p> <p>(1) not to cause the Company’s operation to exceed the scope of the business stipulated in its business licence;</p> <p>(2) to act honestly in the best interest of the Company;</p> <p>(3) not to expropriate, in any guise, the Company’s property, including (without limitation to) usurpation of opportunities advantageous to the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (without limitation to) rights to distribution and voting rights, unless pursuant to a restructuring of the Company submitted to shareholders for approval in accordance with the Articles of Association.</p>	
88	<p>Article 144</p> <p>Each of the Company’s directors, supervisors, general manager and other senior management members owes a duty that in the exercise of his/her powers and discharge of his/her duties, to perform his act with the care, diligence and skill that a reasonably prudent person should exercise in comparable circumstances.</p> <p>Each of the Company’s directors, supervisors, general manager and other senior management members shall safeguard the safety of the</p>	<p>Article 138</p> <p>Each of the Company’s directors, supervisors, general manager and other senior management members shall safeguard the safety of the Company’s assets. Any director, supervisor, general manager or other senior management member of the Company who assists or indulges the controlling shareholder and any of its subsidiaries in misappropriating the Company’s assets shall be subject to punishment by the Company, and even removal or termination of appointment in grave cases of default of obligations; and such person shall be handed</p>

No.	Existing Articles	Amended Articles
	<p>Company's assets. Any director, supervisor, general manager or other senior management member of the Company who assists or indulges the controlling shareholder and any of its subsidiaries in misappropriating the Company's assets shall be subject to punishment by the Company, and even removal or termination of appointment in grave cases of default of obligations; and such person shall be handed over to the judiciary for prosecution of criminal liability when such acts constitute a crime.</p>	<p>over to the judiciary for prosecution of criminal liability when such acts constitute a crime.</p>
89	<p>Added</p>	<p>Article 139</p> <p>Directors shall comply with the laws, administrative regulations and the Articles of Association and shall have the following obligations of loyalty to the Company:</p> <p>(1) not to make use of their powers to accept bribes or other unlawful income or not to appropriate the Company's properties;</p> <p>(2) not to misappropriate the Company's funds;</p> <p>(3) not to deposit the Company's assets or funds into accounts under their own names or the name of other individuals;</p> <p>(4) not to violate the provisions of the Articles, not to lend funds of the Company to others or provide guarantee for others with properties of the Company without consent from the general</p>

No.	Existing Articles	Amended Articles
		<p>meeting or board of directors;</p> <p>(5) not to enter into contracts or to deal with the Company in violation of the Articles or without prior approval of the general meeting;</p> <p>(6) not to make use of their positions to procure business opportunities for themselves or others that shall have otherwise been available to the Company, or operate for their own benefit or managing on behalf of others businesses similar to those of the Company without approval of the general meeting;</p> <p>(7) not to accept commission in any deal with the Company for their own benefits;</p> <p>(8) not to disclose confidential information of the Company without authorisation;</p> <p>(9) not to take advantage of their related relationship to prejudice the interests of the Company;</p> <p>(10) to perform other fiduciary duties specified in the laws, administrative regulations, departmental rules and the Articles.</p> <p>Income generated by directors in violation of this Articles shall belong to the Company; A director who incurs any loss to the Company shall be liable to the Company for compensation.</p>

No.	Existing Articles	Amended Articles
90	Added	<p>Article 140</p> <p>The directors and supervisors shall comply with the laws, administrative regulations and the Articles of Association and owes the following diligent duties to the Company:</p> <p>(1) shall exercise the rights conferred to him/her by the Company prudently, conscientiously and diligently in order to ensure that the commercial acts of the Company comply with the State’s laws and administrative regulations and the requirements of various economic policies of the State. The scope of commercial activities shall not exceed the business scope stipulated in the business licence;</p> <p>(2) shall treat all the shareholders fairly;</p> <p>(3) shall familiarise with the operating and management conditions of the Company in a timely manner;</p> <p>(4) shall sign written confirmations on the regular reports of the Company in order to ensure that all information disclosed by the Company is true, accurate and complete;</p> <p>(5) shall inform the relevant status and provide the relevant information to the supervisory committee in accordance with the facts, and shall not hinder the supervisory committee or</p>

No.	Existing Articles	Amended Articles
		<p>supervisors in exercising their powers;</p> <p>(6) other duties of diligence stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>The provisions on the duties of diligence in the above subparagraphs (4), (5) and (6) shall also apply to the general manager and other senior management members of the Company.</p>
91	<p>Article 145</p> <p>The Company’s directors, supervisors, general manager and other senior management members must, in the performance of their duties and responsibilities, abide by the fiduciary principle and shall not place themselves in a position where their personal interests and their duties may conflict. This principle includes (without limitation to) discharging the following obligations:</p> <p>.....</p> <p>Income generated by any directors, supervisors, general manager, or other senior management members in violation of this Article shall be returned to the Company; and such person(s) shall be liable for indemnity to any loss so caused to the Company.</p>	Deleted
92	Article 147	Deleted

No.	Existing Articles	Amended Articles
	<p>Each director, supervisor, general manager or other senior management member of the Company shall not cause the following persons or institutions (“associates”) to do what he is prohibited from doing:</p> <p>(1) the spouse or minor child of that director, supervisor, general manager and other senior management member;</p> <p>(2) a person acting in the capacity of trustee of that director, supervisor, general manager or other senior management member or any person referred to in subparagraph (1) of this Article;</p> <p>(3) a person acting in the capacity of partner of that director, supervisor, general manager or other senior management member or any person referred to in subparagraphs (1) and (2) of this Article;</p> <p>(4) a company in which that director, supervisor, general manager or other senior management member, alone or jointly with one or more persons referred to in subparagraphs (1), (2) and (3) above or other directors, supervisors, general manager and other senior management members of the Company have a de facto controlling interest;</p> <p>(5) the directors, supervisors, general manager and other senior management members of the controlled company referred to in subparagraph (4) of this Article.</p>	

No.	Existing Articles	Amended Articles
93	<p>Article 148</p> <p>When a director, supervisor, general manager or other senior management member of the Company submits his resignation or when his tenure expires, his fiduciary duties towards the Company and shareholders are not automatically terminated prior to the taking effect of his resignation or within a reasonable period of time after the taking effect thereof or within a reasonable period of time after the expiry of his tenure. His duty of confidence in relation to the Company's business secrets survives the expiry of his tenure until such secrets become public information. Other duties may continue for such period as fairness may require depending on the time lapses between such termination or expiry and the act concerned and the circumstances and conditions under which the relevant relationship with the Company terminates or expires.</p>	<p>Article 142</p> <p>When a director, supervisor, general manager or other senior management member of the Company submits his resignation or when his tenure expires, his loyalty duties towards the Company and shareholders are not automatically terminated prior to the taking effect of his resignation or within a reasonable period of time after the taking effect thereof or within a reasonable period of time after the expiry of his tenure. His duty of confidence in relation to the Company's business secrets survives the expiry of his tenure until such secrets become public information. Other duties may continue for such period as fairness may require depending on the time lapses between such termination or expiry and the act concerned and the circumstances and conditions under which the relevant relationship with the Company terminates or expires.</p>
94	<p>Article 150</p> <p>A director, supervisor, general manager or other senior management member of the Company may, by informed decision of the shareholders' general meeting, be relieved from liability for a specific breach of his or her obligations, except in circumstances as specified in Article 56 of the Articles of Association.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
95	<p>Article 151</p> <p>Where a director, supervisor, general manager, or other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the board of directors.</p> <p>A director shall not vote on the resolution matters of the board of directors in relation to any contract, transaction, or arrangement in which he or any of his associates (as defined in the applicable Listing Rules) is materially interested, and shall not be included in the quorum of the meeting.</p> <p>Unless the interested director, supervisor, general manager or other senior management member discloses his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, general manager or other senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in</p>	Deleted

No.	Existing Articles	Amended Articles
	<p>which that director, supervisor, general manager or other senior management member is materially interested is voidable at the instance of the Company, except as against a bona fide party thereto acting without knowledge of the breach of duty by the interested director, general manager or other senior management member.</p> <p>A director, supervisor, general manager or other senior management member of the Company shall be deemed to be interested in any contract, transaction or arrangement in which an associate of that director, supervisor, general manager or other senior management member is interested.</p>	
96	<p>Article 152</p> <p>If a director, a supervisor, the President or other senior management staff of the Company gives a written notice to the Board of directors before the conclusion of the contract, transaction or arrangement is first considered by the Company stating that, by reason of the contents of the notice, he is interested in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor, President or other senior management staff of the Company shall be deemed for the purposes of the preceding Articles of this Chapter to have declared his interest, to the extent stated in the notice.</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
97	<p>Article 153</p> <p>The Company shall not in any manner pay taxes for or on behalf of its directors, supervisors, general manager or other senior management members.</p>	<p>Deleted</p>
98	<p>Article 154</p> <p>The Company shall not directly or indirectly provide a loan to, or loan guarantees for, its directors, supervisors, general manager or other senior management members or those of its parent company, or provide loans to or loan guarantees for associates of the above-mentioned persons.</p> <p>The provisions of the preceding paragraph shall not apply to the following circumstances:</p> <p>(1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company;</p> <p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, general manager or other senior management members to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>contract approved by the shareholders in general meeting;</p> <p>(3) the Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, general manager or other senior management members or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.</p>	
99	<p>Article 155</p> <p>A loan made by the Company in breach of the above provisions shall be forthwith repaid by the recipient of the loan regardless of the terms of the loan.</p>	Deleted
100	<p>Article 156</p> <p>A loan guarantee provided by the Company in breach of Article 154(1) shall be unenforceable against the Company, unless:</p> <p>(1) a loan was advanced to an associate of any of the directors, supervisors, general manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances;</p> <p>(2) the collateral provided by the Company has been lawfully</p>	Deleted

No.	Existing Articles	Amended Articles
	disposed of by the lender to a bona fide purchaser.	
101	<p>Article 157</p> <p>For the purposes of the foregoing provisions of the Articles of Association, a guarantee includes an undertaking or property provided to secure the performance of obligations by the obligor.</p>	Deleted
102	<p>Article 159</p> <p>In addition to any rights and remedies provided for by laws and administrative regulations, where a director, supervisor, general manager and other senior management members of the Company is in breach of his duties to the Company, the Company has a right to:</p> <p>(1) claim damages from the director, supervisor, general manager and other senior management members in compensation for losses sustained by the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the director, supervisor, general manager and other senior management members or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, general manager and other senior management members);</p> <p>(3) demand the director, supervisor, general manager and other</p>	Deleted

No.	Existing Articles	Amended Articles
	<p>senior management members to surrender the profits made by him in breach of his duties;</p> <p>(4) recover any monies received by the director, supervisor, general manager and other senior management members which should have been otherwise received by the Company, including (without limitation to) commissions;</p> <p>(5) demand payment of the interest earned or which may have been earned by the director, supervisor, general manager and other senior management members on the monies that should have been paid to the Company.</p>	
103	<p>Article 160</p> <p>The Company shall conclude written contracts with each director and supervisor of the Company concerning his or her remuneration, with the prior approval of the shareholders' general meeting. The aforementioned remuneration shall include:</p> <p>(1) remuneration in respect of his service as director, supervisor or senior management member of the Company;</p> <p>(2) remuneration in respect of his service as director, supervisor or senior management member of any subsidiary of the Company;</p> <p>(3) remuneration in respect of the provision of other services in</p>	Deleted

No.	Existing Articles	Amended Articles
	<p>connection with the management of the affairs of the Company or any of its subsidiaries;</p> <p>(4) compensation for loss of office, or as consideration for or in connection with his retirement from office.</p> <p>A director or supervisor may not sue the Company for benefits due to him or her on the basis of the aforementioned matters, except under a contract as mentioned above.</p>	
104	<p>Article 161</p> <p>The contract for remuneration entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of the shareholders’ general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means:</p> <p>(1) a takeover offer made by any person to all shareholders;</p> <p>(2) an offer made by any person with a view to the offeror becoming a “controlling shareholder” within the meaning of Article 57.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	
105	<p>Article 163</p> <p>The CPC Committee of the Company shall perform its duties in accordance with the Constitution of the CPC and other internal requirements of the CPC.</p> <p>(1) to ensure and supervise the Company’s implementation of the policies and guidelines of the CPC and the State and to implement major strategic decisions of the Central Committee of the CPC and the State Council, as well as important work arrangements of the CPC Committee of the State-owned Assets Supervision and Administration Commission and other CPC organisations of higher levels;</p> <p>(2) to uphold the integration of the principle of management of cadres by the CPC with the function of the board of directors in the lawful selection of the operation management and with the lawful exercise of the authority of employing personnel by the operation management. The CPC Committee shall consider and provide opinions on the candidates nominated by the board of</p>	<p>Article 146</p> <p>The CPC Committee of the Company shall perform its duties in accordance with the Constitution of the CPC and other internal requirements of the CPC.</p> <p>(1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</p> <p>(2) to thoroughly study and implement Xi Jinping’s Thought on Socialism with Chinese characteristics for a new era, learn and propagate the Party’s theory, thoroughly implement the Party’s line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party</p>

No.	Existing Articles	Amended Articles
	<p>directors or the general manager, or recommend candidates to the board of directors or the general manager. The CPC Committee, together with the board of directors, shall evaluate the proposed candidates and put forth comments and suggestions collectively;</p> <p>(3) to consider and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon;</p> <p>(4) to undertake the main responsibility to overall and strictly administer the CPC, lead the Company's ideological and political work, united front work, spiritual civilisation construction, enterprise cultural construction and the work of organisations such as the labor union and the communist youth league. To take the lead on improving the honesty of conduct of the CPC and to support the fulfillment of the supervision responsibility of the Discipline Inspection Committee.</p>	<p>organisation at a higher level in the Company;</p> <p>(3) to consider and discuss the significant operational and managerial issues of the Company and support the general meeting, the board of directors, the supervisory committee and the management to exercise their functions and powers in accordance with the laws;</p> <p>(4) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team and talents team;</p> <p>(5) to undertake the main responsibility of building a style of work of the Party with integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote all-round strict administration of the Party to the grassroots;</p> <p>(6) to strengthen the construction of grass- roots Party organisations and the team-building of Party members, unit the masses of workers to actively participate in the reform and development of the Company;</p> <p>(7) to lead the Company's ideological and political work, the spirit and civilization progress, the United Front work and lead mass</p>

No.	Existing Articles	Amended Articles
		<p>organisations such as the Labour Union, the Communist Youth League and Women’s Organisation of the Company.</p> <p>(8) other duties shall be performed in accordance with the Constitution of the CPC and other internal requirements of the CPC.</p>
106	<p>Article 167</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty days before the date of every annual shareholders’ general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall send the aforementioned reports (along with the printed copy of the report of the board of directors) to each holder of overseas-listed foreign-invested shares by prepaid mail at the recipient’s address shown in the register of shareholders at least twenty-one days prior to an annual shareholders’ general meeting.</p>	<p>Article 150</p> <p>Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty-one days before the date of every annual general meeting, and the aforementioned reports (along with the printed copy of the report of the board of directors) shall be sent to each holder of overseas-listed foreign-invested shares by any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange where the Company’s shares are listed in compliance with the applicable laws, administrative regulations and the relevant listing rules;</p> <p>(2) to send in accordance with other requirements of the stock exchange and the listing rules.</p>

No.	Existing Articles	Amended Articles
107	<p>Article 171</p> <p>The Company shall not keep accounts other than those provided for by law.</p>	<p>Article 154</p> <p>The Company shall not keep accounts other than those provided for by law.</p> <p>The Company's assets may not be deposited into any account opened in the name of any individual.</p>
108	<p>Article 172</p> <p>After the Company has paid its various taxes in accordance with tax codes, its after- tax profits shall be distributed in the following order of priority:</p> <p>(1) making up losses for the previous year;</p> <p>(2) allocating 10 percent of such profits to the statutory reserve;</p> <p>(3) allocating to the discretionary reserve;</p> <p>(4) paying dividends to shareholders.</p> <p>When the aggregate balance in the statutory reserve has reached 50 percent or more of the Company's registered capital, the Company need not make any further allocations to that fund. The shareholders' general meeting shall decide whether to make an allocation to the discretionary reserve after the allocations to the statutory reserve have been made. The Company shall not distribute profits to its</p>	<p>Article 155</p> <p>After the Company has paid its various taxes in accordance with tax codes, its after- tax profits shall be distributed in the following order of priority:</p> <p>(1) making up losses for the previous year;</p> <p>(2) allocating 10 percent of such profits to the statutory reserve;</p> <p>(3) allocating to the discretionary reserve;</p> <p>(4) dividends shall be distributed in proportion to the shareholdings of the shareholders.</p> <p>When the aggregate balance in the statutory reserve has reached 50 percent or more of the Company's registered capital, the Company need not make any further allocations to that fund. The shareholders' general meeting shall decide whether to make an allocation to the discretionary reserve after the allocations to the statutory reserve have</p>

No.	Existing Articles	Amended Articles
	<p>shareholders before making up the Company's losses and making the allocations to the statutory reserve.</p> <p>No profit shall be distributed in respect of the shares of the Company which are held by itself.</p>	<p>been made. The Company shall not distribute profits to its shareholders before making up the Company's losses and making the allocations to the statutory reserve.</p> <p>Where the general meeting violates the aforementioned requirements and where profits are distributed to shareholders before making up the Company's losses and making the allocations to the statutory reserve, shareholders must return the profits so distributed to the Company.</p> <p>No profit shall be distributed in respect of the shares of the Company which are held by itself.</p>
109	<p>Article 173</p> <p>The Company shall implement active profits distribution methods, give priority to cash dividends, and value reasonable investment returns to investors. The Company shall distribute cash dividends provided that the Company has no significant cash outlay required for its operation and development in the foreseeable future, that the net profit for the year is positive, that the accumulated and undistributed profit at the end of the year is positive, that the cash flow generated from operating activities is positive and that the Company's normal operation will not be affected. The accumulated profit distributed by the Company in cash in the last three years shall</p>	<p>Article 158</p> <p>The Company shall implement active profits distribution methods, give priority to cash dividends, and value reasonable investment returns to investors. The Company shall distribute cash dividends provided that the Company has no significant cash outlay required for its operation and development in the foreseeable future, that the net profit for the year is positive, that the accumulated and undistributed profit at the end of the year is positive, that the cash flow generated from operating activities is positive and that the Company's normal operation will not be affected. The accumulated profit distributed by the Company in cash in the last three years shall not be less than 30%</p>

No.	Existing Articles	Amended Articles
	<p>not be less than 30% of the average annual distributable profit realized in the last three years.</p> <p>Where the cash dividend conditions are satisfied, if the Company is in a mature development stage without significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 80%; if the Company is in a mature development stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 40%; and if the Company is in a growth stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 20%.</p> <p>The Company's profit distribution plan shall incorporate the opinions of Shareholders (minority Shareholders in particular) and independent directors before being submitted to the Board for consideration. The Board shall discuss the profit distribution plan adequately and then form a special resolution before submitting the same to the general meeting for consideration. The Company shall communicate and exchange ideas with Shareholders (minority Shareholders in particular) by phone and email, and fully heed the opinions and requests of minority Shareholders on the cash dividends distribution plan and give timely reply to issues that concern minority Shareholders. Independent directors may solicit opinions of</p>	<p>of the average annual distributable profit realized in the last three years.</p> <p>Where the cash dividend conditions are satisfied, if the Company is in a mature development stage without significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 80%; if the Company is in a mature development stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 40%; and if the Company is in a growth stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 20%.</p>

No.	Existing Articles	Amended Articles
	minority shareholders, put forth cash dividends distribution proposals and directly submitted to the Board for consideration.	
110		<p>Article 159</p> <p>The Company’s profit distribution plan shall incorporate the opinions of Shareholders (minority Shareholders in particular) and independent directors before being submitted to the Board for consideration. The Board shall discuss the profit distribution plan adequately and carefully study and demonstrate the time, conditions and minimum proportion of cash dividends, the conditions for adjustment and the requirements for decision-making procedures and so on. Independent directors shall be entitled to express independent opinions if they believe that the specific plan of cash dividends may harm the rights and interests of the Company or minority shareholders. If the board of directors fails to adopt or completely adopt the opinions of independent directors, it shall disclose the opinions of independent directors and the specific reasons for non-adoption in the announcement of resolution of the Board.</p>
111		<p>Article 160</p> <p>Before the general meeting considers the specific plan on distribution of cash dividends, the Company shall communicate and</p>

No.	Existing Articles	Amended Articles
		exchange ideas with Shareholders (minority Shareholders in particular) by phone and email and other channels , and fully heed the opinions and requests of minority Shareholders on the cash dividends distribution plan and give timely reply to issues that concern minority Shareholders.
112		<p>Article 161</p> <p>When the Company holds an annual general meeting to review the annual profit distribution plan, it may consider and approve the conditions, proportion cap and amount cap of cash dividends for the interim period of the next year. The dividend cap for the interim period of the next year considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. The board of directors shall formulate a specific interim dividend plan in accordance with the resolutions of the general meeting and subject to the conditions of profit distribution.</p>
113	If profit distribution plan for the current year cannot be decided in compliance with the cash dividends policy hereof under special circumstances, the Company shall disclose specific reasons and definite opinions of independent directors in the annual report for the	<p>Article 162</p> <p>The Company shall strictly implement the cash dividend policy stipulated by the applicable laws, administrative regulations and/or relevant listing rules and the Articles of Association and the cash dividend plan considered and approved at the general</p>

No.	Existing Articles	Amended Articles
	<p>current year. Profit distribution plan for the current year shall be passed by more than two thirds of the voting rights held by shareholders attending the general meeting.</p> <p>If profit is recorded for the period and the Board does not put forth any cash dividends distribution proposal, reasons therefor and the use of such funds to be retained by the Company which may otherwise be used as dividends shall be explained in details in its announcement of resolutions passed at the Board meeting and its periodic report. Independent directors shall express independent opinions thereon.</p>	<p>meeting. The formulation and implementation of the cash dividend policy shall be disclosed in detail in the relevant section of the annual report. If profit distribution plan for the current year cannot be decided in compliance with the cash dividends policy hereof under special circumstances, the Company shall disclose specific reasons and definite opinions of independent directors in the annual report for the current year. Profit distribution plan for the current year shall be passed by more than two thirds of the voting rights held by shareholders attending the general meeting.</p> <p>Where the Company is profitable during the annual report period, the undistributed profit in the parent company's statements is positive, and the Company has not distributed cash dividends or the ratio of total cash dividends to be distributed to the net profit for the year is less than 30%, the Company shall, in the announcement related to the profit distribution, disclose in detail the reasons for not distributing cash dividends or the low level of cash dividends, the use of such funds to be retained by the Company which may otherwise be used as dividends and their proceeds, the measures provided by the Company to facilitate minority shareholders' participation in the cash dividend decisions, and the measures to be taken in the future to enhance investors' level of returns. If the undistributed profit in the statements of the listed company's parent company is negative but the</p>

No.	Existing Articles	Amended Articles
		<p>undistributed profit in the consolidated statements is positive, the Company shall disclose how the Company's controlled subsidiaries distribute profits to the parent company and the measures to be taken by the Company to enhance investors' level of returns.</p>
114	<p>The Company shall ensure the continuity and stability of its profit distribution policy. If it is necessary to adjust or change the profit distribution policy stipulated in the Articles of Association in light of its production and operation conditions, investment plans, needs for long-term development, changes of external business environments and regulatory requirements of CSRC or the Shanghai Stock Exchange, the relevant resolution shall be considered by the Board and then submitted to the general meeting for approval. To be effective, the resolution must be passed by votes representing not less than two-thirds of the voting rights held by Shareholders attending the general meeting. Independent directors shall express independent opinions thereon.</p> <p>The Board of the Company shall conduct specific researches and discussions on the matters related to shareholders' return, and formulate a definite and clear shareholders' return plan for a term of three years and submit the same to the general meeting for</p>	<p>Article 163</p> <p>The Company shall ensure the continuity and stability of its profit distribution policy. If it is necessary to adjust or change the profit distribution policy stipulated in the Articles of Association in light of its production and operation conditions, investment plans, needs for long-term development, changes of external business environments and regulatory requirements of CSRC or the Shanghai Stock Exchange, the relevant resolution shall be considered by the Board and then submitted to the general meeting for approval. To be effective, the resolution must be passed by votes representing not less than two-thirds of the voting rights held by Shareholders attending the general meeting.</p> <p>The supervisory committee of the Company shall supervise the implementation of the cash dividends policy and shareholders' return plan by the Board, as well as the execution of appropriate decision-making procedures and information disclosure. The supervisory committee shall express explicit opinions and urge the Board to make</p>

No.	Existing Articles	Amended Articles
	<p>consideration.</p> <p>The supervisory committee of the Company shall supervise the implementation of the cash dividends policy and shareholders' return plan by the Board, as well as the execution of appropriate decision-making procedures and information disclosure. The supervisory committee shall express explicit opinions and urge the Board to make correction in a timely manner in case of any of the following circumstances:</p> <p>(1) Failure to strictly implement the cash dividends policy and shareholders' return plan;</p> <p>(2) Failure to strictly execute appropriate decision-making procedures for cash dividends;</p> <p>(3) Failure to make an authentic, accurate and complete disclosure of the cash dividends policy and its implementation.</p> <p>If a shareholder misappropriates the Company's capital in violation of relevant regulations, the Company shall deduct the cash bonus distributed to the shareholder so as to offset the capital so misappropriated by him.</p> <p>Any amount paid up in advance of calls on any shares may carry interest but the holder of such shares shall not be entitled to participate in respect thereof in a dividend subsequently declared.</p>	<p>correction in a timely manner in case of any of the following circumstances:</p> <p>(1) Failure to strictly implement the cash dividends policy and shareholders' return plan;</p> <p>(2) Failure to strictly execute appropriate decision-making procedures for cash dividends;</p> <p>(3) Failure to make an authentic, accurate and complete disclosure of the cash dividends policy and its implementation.</p> <p>If a shareholder misappropriates the Company's capital in violation of relevant regulations, the Company shall deduct the cash bonus distributed to the shareholder so as to offset the capital so misappropriated by him.</p> <p>Any amount paid up in advance of calls on any shares may carry interest but the holder of such shares shall not be entitled to participate in respect thereof in a dividend subsequently declared.</p>

No.	Existing Articles	Amended Articles
115	<p>Article 174</p> <p>The capital reserve fund shall include the following items:</p> <p>(1) the premiums obtained from the issue of shares above par value;</p> <p>(2) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.</p>	<p>Deleted</p>
116	<p>Article 176</p> <p>After the profit distribution plan has been resolved at a general meeting, the board of directors shall complete the dividend (or share) distribution within two months after the holding of such meeting.</p>	<p>Article 165</p> <p>After the profit distribution plan has been resolved at a general meeting, or after the board of directors has formulated a specific plan according to the interim dividend conditions and caps for the next year reviewed and approved at the annual general meeting, the board of directors shall complete the dividend (or share) distribution within two months after the holding of such meeting.</p>
117	<p>Article 177</p> <p>The Company may distribute dividends in the following manner:</p> <p>(1) in cash;</p> <p>(2) by shares.</p> <p>.....</p> <p>As required by the laws and administrative regulations of the PRC,</p>	<p>Article 156</p> <p>The Company may distribute dividends in the following manner:</p> <p>(1) in cash;</p> <p>(2) by shares.</p> <p>.....</p> <p>As required by the laws and administrative regulations of the PRC,</p>

No.	Existing Articles	Amended Articles
	<p>the Company shall, in accordance with the law, withhold and pay on behalf of its shareholders the tax payable on their dividend income. The Company's profit distribution policy shall remain consistent and stable. The Company may distribute interim cash dividends.</p>	<p>the Company shall, in accordance with the law, withhold and pay on behalf of its shareholders the tax payable on their dividend income.</p>
118	<p>Article 183</p> <p>The Company shall appoint an independent accounting firm which complies with the relevant requirements of the PRC to audit the Company's annual financial reports, review other financial reports of the Company, carry out net asset verifications and provide other related consulting services.</p> <p>The appointment of an accounting firm shall be decided by the shareholders' general meetings.</p>	<p>Article 170</p> <p>The Company shall appoint an accounting firm which complies with the requirements under the Securities Law and the listing rules of the place(s) where the Company is listed to audit the accounting statements, carry out net asset verifications and provide other related consulting services.</p> <p>The appointment, dismissal or non-renewal of engagement of an accounting firm shall be decided by the shareholders' general meetings.</p>
119	<p>Article 188</p> <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders' general meeting. The remuneration of an accounting firm appointed by the board of directors to fill in vacancy shall be determined by the board of directors, subject to the approval of the shareholders' general meeting.</p>	<p>Article 175</p> <p>The auditing fee of an accounting firm shall be determined by the shareholders' general meeting.</p>

No.	Existing Articles	Amended Articles
120	<p>Article 189</p> <p>The Company’s appointment of, removal of and non-reappointment of an accounting firm shall be resolved by the shareholders’ general meeting. The resolution of the shareholders’ general meeting shall be filed with the securities regulating authority of the State Council.</p>	<p>Deleted</p>
121	<p>Article 190</p> <p>Prior to the removal or the non-renewal of the appointment of an accounting firm, a ten days prior notice of such removal or non-renewal shall be given to such firm and such firm shall be entitled to make representation at the shareholders’ general meeting. Where the accounting firm resigns from its post, it shall make clear to the shareholders’ general meeting whether there has been any impropriety on the part of the Company.</p>	<p>Article 176</p> <p>Prior to the removal or the non-renewal of the appointment of an accounting firm, a ten-day prior notice of such removal or non-renewal shall be given to such firm and such firm shall be entitled to make representation at the shareholders’ general meeting. Where the accounting firm resigns from its post, it shall make clear to the shareholders’ general meeting whether there has been any impropriety on the part of the Company.</p>
122	<p>Article 191</p> <p>Where it is proposed that any resolution be passed at a shareholders’ general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to replace an existing accounting firm or to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring accounting firm which was appointed by the board of directors to fill a casual vacancy, or to remove the</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant financial year (leaving includes leaving by removal, resignation and retirement) before notice of meeting is given to the shareholders.</p> <p>(2) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <p>(i) in any notice given to shareholders about a resolution to be made, state the representations that has been made by the accounting firm which is about to leave;</p> <p>(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association.</p> <p>(3) If the firm's representations are not sent in accordance with subparagraph (2) above, the relevant firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints.</p> <p>(4) An accounting firm which is leaving its post shall be entitled to</p>	

No.	Existing Articles	Amended Articles
	<p>attend:</p> <p>(i) the shareholders' general meeting relating to the expiry of its term of office;</p> <p>(ii) any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>(iii) any shareholders' general meeting convened on its resignation.</p> <p>An accounting firm which is leaving its post shall be entitled to receive all notices of, and other information relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.</p>	
123	<p>Article 192</p> <p>An accounting firm may resign from its office by depositing at the Company's legal residence a resignation notice, which shall include the following:</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 matters of which an account should be given.</p> <p>Such notice shall become effective on the date of such deposit or on</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>such later date as may be stipulated in such notice.</p> <p>Where a notice is deposited under the preceding paragraph, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a statement referred to in subparagraph (2) above, a copy of such notice shall be delivered to each shareholder entitled to obtain the financial reports of the Company.</p> <p>Where the notice of resignation of an accounting firm contains a statement referred to in subparagraph (2) above, the accounting firm may require the board of directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>	
124	<p>Article 193</p> <p>The Company may carry out mergers or divisions in accordance with the law.</p> <p>In the event that the Company is merged or divided, the board of directors of the Company shall take necessary measures to safeguard the legitimate rights and interests of those shareholders who oppose the merger or division.</p> <p>Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the</p>	<p>Article 177</p> <p>The Company may carry out mergers or divisions in accordance with the law.</p> <p>In the event that the Company is merged or divided, the board of directors of the Company shall take necessary measures to safeguard the legitimate rights and interests of those shareholders who oppose the merger or division.</p> <p>Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the</p>

No.	Existing Articles	Amended Articles
	<p>shareholders who consent to such plan purchase their shares at a fair price.</p> <p>A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders. The aforesaid document should be dispatched to the holders of overseas-listed foreign invested shares by prepaid mail at the address as registered in the register of shareholders.</p>	<p>shareholders who consent to such plan purchase their shares at a fair price.</p> <p>A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders.</p>
125	<p>Article 199</p> <p>The Company shall be dissolved and liquidated in accordance with law under any of the following circumstances:</p> <p>(1) a resolution on dissolution is passed by the shareholders' general meeting;</p> <p>(2) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is legally declared bankrupt due to its failure to repay debts due;</p> <p>(4) the Company's business licence is revoked or it is ordered to close down or it is cancelled according to law;</p> <p>(5) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the</p>	<p>Article 183</p> <p>The Company shall be dissolved if:</p> <p>(1) business term specified in the Articles of Association expires or other dissolution reasons as stipulated in the Articles of Association occur;</p> <p>(2) a resolution on dissolution is passed by the general meeting;</p> <p>(3) dissolution is necessary due to a merger or division of the Company;</p> <p>(4) the Company's business licence is revoked or it is ordered to close down or it is cancelled according to law;</p> <p>(5) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of its shareholders, and no solution can be found through any</p>

No.	Existing Articles	Amended Articles
	interests of its shareholders, and no solution can be found through any other channel, shareholders representing 10% or more of the total voting rights of the Company may request the people's court to dissolve the Company, and the Company is so dissolved according to law.	other channel, shareholders representing 10% or more of the total voting rights of the Company may request the people's court to dissolve the Company, and the Company is so dissolved according to law.
126	<p>Article 200</p> <p>Where the Company is dissolved under subparagraphs (1), (3), (4) and (5) of the preceding Article, a liquidation committee shall be set up within fifteen (15) days from the occurrence of the dissolution events, and its members shall be determined by shareholders at a general meeting by way of ordinary resolution. If a liquidation committee is not set up within the specified period to carry out liquidation procedures, creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee so as to proceed with the liquidation.</p>	<p>Article 184</p> <p>Where the Company is dissolved under subparagraphs (1), (2), (4) and (5) of the preceding Article, a liquidation committee shall be set up within fifteen (15) days from the occurrence of the dissolution events, to carry out a liquidation, and members of liquidation committee shall be determined by shareholders at a general meeting by way of ordinary resolution. If a liquidation committee is not set up within the specified period to carry out liquidation procedures, creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee so as to proceed with the liquidation.</p>
127	<p>Article 201</p> <p>Where the board of directors proposes to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the board of directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal</p>	<p>Deleted</p>

No.	Existing Articles	Amended Articles
	<p>to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and to present a final report to the shareholders' general meeting upon completion of the liquidation.</p>	
128	<p>Article 202</p> <p>The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make newspaper announcement within sixty (60) days of that date. The liquidation committee shall register the creditor's claims.</p>	<p>Article 185</p> <p>The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make newspaper announcement within sixty (60) days of that date. Creditors shall, within thirty (30) days as of the receipt of the notice or within forty-five (45) days as of the publications of the public announcement in the case of failing to receiving the notice, declare credits against the liquidation committee.</p>

No.	Existing Articles	Amended Articles
		<p>To declare credits, a creditor shall explain the relevant matters and provide relevant evidential materials. The liquidation committee shall register the credits.</p> <p>The liquidation committee shall not clear off any of the debts of any creditor during the period of credit declaration.</p>
129	<p>Article 204</p> <p>After checking the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to a shareholders’ general meeting or relevant competent authorities for confirmation.</p> <p>Pursuant to relevant laws and administrative regulations of the PRC, the assets of the Company shall be applied for liquidation in the following order of priority:</p> <p>(1) liquidation costs;</p> <p>(2) outstanding salaries payable to the employees of the Company;</p> <p>(3) social insurance premiums and statutory compensation;</p> <p>(4) outstanding taxes;</p> <p>(5) debts of the Company;</p> <p>If there are no applicable laws or regulations, such liquidation shall</p>	<p>Article 187</p> <p>After checking the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to a shareholders’ general meeting or the people’s court for confirmation.</p> <p>Pursuant to relevant laws and administrative regulations of the PRC, the assets of the Company shall be applied for liquidation in the following order of priority:</p> <p>(1) liquidation costs;</p> <p>(2) outstanding salaries payable to the employees of the Company;</p> <p>(3) social insurance premiums and statutory compensation;</p> <p>(4) outstanding taxes;</p> <p>(5) debts of the Company;</p> <p>If there are no applicable laws or regulations, such liquidation shall</p>

No.	Existing Articles	Amended Articles
	<p>be carried out in an order as deemed fair and reasonable by the liquidation committee.</p> <p>The remaining assets of the Company after liquidation in accordance with the provisions above shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall not carry out any business activities irrelevant to the liquidation.</p>	<p>be carried out in an order as deemed fair and reasonable by the liquidation committee.</p> <p>The remaining assets of the Company after liquidation in accordance with the provisions above shall be distributed to the shareholders of the Company in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company continues to exist, but shall not carry out any business activities irrelevant to the liquidation. Before the settlement of repayments as prescribed in the preceding article, the Company's property will not be distributed to shareholders.</p>
130	<p>Article 205</p> <p>In the event of Company's liquidation owing to dissolution, if the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall immediately apply to the people's court for a declaration of bankruptcy.</p> <p>After the Company is declared bankrupt by a ruling of the people's court, the liquidation committee shall transfer the liquidation matters to the people's court.</p>	<p>Article 188</p> <p>If the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall apply to the people's court for a declaration of bankruptcy according to the law.</p> <p>After the Company is declared bankrupt by a ruling of the people's court, the liquidation committee shall transfer the liquidation matters to the people's court.</p>

No.	Existing Articles	Amended Articles
131	<p>Article 206</p> <p>Following the completion of liquidation, the liquidation committee shall present a report on liquidation and prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by PRC certified public accountants and then submitted to the shareholders' general meeting or relevant competent authorities for confirmation.</p> <p>The liquidation committee shall also within thirty (30) days after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and announce the termination of the Company.</p>	<p>Article 189</p> <p>Following the completion of liquidation, the liquidation committee shall present a report on liquidation and then submitted to the shareholders' general meeting or the people's court for confirmation and submit to the Company registration authority to apply for company de-registration, and announce the Company's termination.</p>
132	<p>Article 210</p> <p>Unless otherwise prescribed in applicable laws, regulations and/or relevant listing rules, notices of the Company shall be given by one or of the following means:</p> <p>(1) by hand;</p> <p>(2) by mail;</p> <p>(3) by way of a public announcement;</p>	<p>Article 193</p> <p>Unless otherwise prescribed in applicable laws, regulations and/or relevant listing rules, notices of the Company shall be given by one or of the following means:</p> <p>(1) by hand;</p> <p>(2) by mail;</p> <p>(3) by way of a public announcement;</p>

No.	Existing Articles	Amended Articles
	<p>(4) by any other means as provided for in the Articles of Association.</p> <p>If a Company notice is given in the form of an announcement, it shall be deemed as received by all relevant persons upon publication of such announcement.</p> <p>Unless otherwise specified herein or provided for under relevant listing rules, notices, information or written statements sent to holders of overseas-listed foreign- invested shares must be delivered by hand or by prepaid mail to the registered address of each holder of such shares.</p>	<p>(4) by email;</p> <p>(5) by any other means as provided for in the Articles of Association.</p> <p>If a Company notice is given in the form of an announcement, it shall be deemed as received by all relevant persons upon publication of such announcement.</p> <p>Unless otherwise specified herein or provided for under relevant listing rules, notices, information or written statements sent to holders of overseas-listed foreign-invested shares must be delivered by electronic means by default; A holder of overseas-listed foreign-invested shares may also choose in writing to receive the printed copy of the aforementioned documents by post.</p>
133	Chapter 23 Settlement of Disputes	Deleted
Details of the amendments to the Rules of Procedures for General Meetings		
1	<p>Article 9</p> <p>General meetings can be classified as annual general meetings (the “AGM”) and extraordinary general meetings.</p> <p>All shareholders of the Company are entitled to attend AGMs and extraordinary general meetings.</p>	<p>Article 9</p> <p>General meetings can be classified as annual general meetings (the “AGM”) and extraordinary general meetings.</p>

No.	Existing Articles	Amended Articles
2	<p>Article 11</p> <p>The Board shall convene an extraordinary general meeting within two months upon the occurrence of one of the following circumstances:</p> <p>(1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(3) shareholders individually or jointly holding 10% or more of the Company's issued shares carrying voting rights request the convening of an extraordinary general meeting;</p> <p>(4) deemed as necessary by the Board;</p> <p>(5) proposed by the supervisory committee;</p> <p>(6) such other circumstances as provided for by laws, administrative regulations, departmental rules, and the Articles of Association.</p> <p>The number of shares held as stated in sub-paragraph (3) above shall be calculated as at the date of written request of the shareholders.</p>	<p>Article 11</p> <p>Extraordinary general meetings are convened from time to time. The Company shall convene an extraordinary general meeting within two months upon from the date of the occurrence of one of the following circumstances:</p> <p>(1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;</p> <p>(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;</p> <p>(3) shareholders individually or jointly holding 10% or more of the Company's issued shares carrying voting rights request the convening of an extraordinary general meeting;</p> <p>(4) deemed as necessary by the Board;</p> <p>(5) proposed by the supervisory committee;</p> <p>(6) such other circumstances as provided for by laws, administrative regulations, departmental rules, and the Articles of Association.</p> <p>The number of shares held as stated in sub-paragraph (3) above shall be calculated as at the date of written request of the shareholders.</p> <p>If the Company cannot hold an extraordinary general meeting</p>

No.	Existing Articles	Amended Articles
		<p>within the above-mentioned time limit, it shall be dealt with in accordance with paragraph 2 of Article 10 herein.</p>
3	<p>Article 12</p> <p>The Board, independent directors and qualified shareholders may collect voting rights from other shareholders to vote at the general meeting, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights. Open collection of voting rights by the said persons shall comply with the provisions of relevant regulatory authorities and the stock exchanges on which the shares of the Company are listed.</p>	<p>Article 12</p> <p>The Board, independent directors and qualified shareholders (as determined under the criteria made by relevant regulatory authorities from time to time) or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may collect voting rights from other shareholders to vote at the general meeting Open collection of voting rights by the said persons shall comply with the provisions of relevant regulatory authorities and the stock exchanges on which the shares of the Company are listed.</p>
4	<p>Article 15</p> <p>The general meeting may exercise the following functions and powers:</p> <p>.....</p> <p>(9) to pass resolutions relating to matters including the merger,</p>	<p>Article 15</p> <p>The general meeting may exercise the following functions and powers:</p> <p>.....</p> <p>(9) to pass resolutions relating to matters including the merger,</p>

No.	Existing Articles	Amended Articles
	<p>division, dissolution and liquidation of the Company;</p> <p>(10) to pass resolutions on the Company's issue of bonds;</p> <p>(11) to pass resolutions on the appointment, dismissal or non-reappointment of accounting firms;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to pass resolutions on transactions relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;</p> <p>(14) to pass resolutions on external guarantees as required by laws, administrative regulations and the Articles of Association;</p> <p>(15) to consider and approve matters relating to changes in the use of proceeds raised;</p> <p>(16) to consider the share incentive plan;</p> <p>(17) to determine any other matters which shall be determined by general meeting, as required by laws, administrative regulations, departmental rules, the Articles of Association and listing rules.</p> <p>The general meeting shall exercise its functions and powers to the extent as permitted by the Company Law and the Articles of Association. It shall not interfere with shareholders in respect of disposal of their own rights.</p>	<p>division, dissolution, and liquidation or changing the form of the Company;</p> <p>(10) to pass resolutions on the Company's issue of bonds;</p> <p>(11) to pass resolutions on the appointment, dismissal or non-reappointment of accounting firms;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to pass resolutions on transactions relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;</p> <p>(14) to pass resolutions on external guarantees as required to be approved by the general meeting as stipulated by laws, administrative regulations and the Articles of Association;</p> <p>(15) to consider and approve matters relating to changes in the use of proceeds raised;</p> <p>(16) to consider the share incentive plan and employee share ownership plans;</p> <p>(17) to determine any other matters which shall be determined by general meeting, as required by laws, administrative regulations, departmental rules, the Articles of Association and listing rules.</p> <p>The general meeting shall exercise its functions and powers to the</p>

No.	Existing Articles	Amended Articles
		extent as permitted by the Company Law and the Articles of Association. It shall not interfere with shareholders in respect of disposal of their own rights.
5	<p>Article 16</p> <p>Any of the Company's external guarantees shall be subject to consideration and approval by the Board. The following guarantees provided by the Company are subject to approval of the general meeting after consideration by the Board:</p> <p>(1) any guarantee provided after the total amount of guarantees to third parties provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 50% of the Company's latest audited net assets;</p> <p>(3) a guarantee to be provided in favour of an object which has a liability-to-total assets ratio in excess of 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) guarantees to be provided in favour of shareholders, de facto</p>	<p>Article 16</p> <p>Any of the Company's external guarantees shall be subject to consideration and approval by the Board. The following guarantees provided by the Company are subject to approval of the general meeting after consideration by the Board:</p> <p>(1) any guarantee provided after the total amount of guarantees to third parties provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;</p> <p>(2) any guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest audited total assets;</p> <p>(3) a guarantee to be provided in favour of an object which has a liability-to-total assets ratio in excess of 70%;</p> <p>(4) a single guarantee in excess of 10% of the Company's latest audited net assets;</p> <p>(5) guarantees to be provided in favour of shareholders, de facto controllers and their related parties;</p>

No.	Existing Articles	Amended Articles
	<p>controllers and their related parties;</p> <p>(6) any guarantee provided after the total amount of guarantees to third parties provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;</p> <p>(7) any guarantee, which when aggregated on a cumulative basis for 12 consecutive months, is in excess of 30% of the Company's latest audited total assets;</p> <p>(8) other guarantees shall be proposed to general meeting for consideration and approval, as required by laws, regulations and the Articles of Association.</p>	<p>(6) any guarantee provided after the total amount of guarantees to third parties provided by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;</p> <p>(7) other guarantees shall be proposed to general meeting for consideration and approval, as required by laws, regulations and the Articles of Association.</p>
6	<p>Article 20</p> <p>The Board, the supervisory committee, and shareholders individually or jointly holding 3% or more of the Company's shares shall have the right to submit proposals at a general meeting of the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Company's shares may submit extra proposals to the convener of a general meeting in writing 10 days prior to the meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extra proposals within 2 days after receipt thereof. If there are other relevant provisions by the listing</p>	<p>Article 20</p> <p>The Board, the supervisory committee, and shareholders individually or jointly holding 3% or more of the Company's shares shall have the right to submit proposals at a general meeting of the Company.</p> <p>Shareholders individually or jointly holding 3% or more of the Company's shares may submit extra proposals to the convener of a general meeting in writing 10 days prior to the meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extra proposals within 2 days after receipt thereof. If there are other relevant provisions by the listing rules at places where the Company's shares are listed, such provisions</p>

No.	Existing Articles	Amended Articles
	<p>rules at places where the Company's shares are listed, such provisions shall also be satisfied.</p> <p>Except as provided by the preceding paragraph, the convener of a general meeting shall not amend the proposals set out in the notice of the meeting or add any new proposals subsequent to the issue of the notice of the general meeting.</p>	<p>shall also be satisfied.</p> <p>Except as provided by the preceding paragraph, the convener of a general meeting shall not amend the proposals set out in the notice of the meeting or add any new proposals subsequent to the issue of the notice of the general meeting.</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with the requirements herein, no voting for decision shall be held at the general meeting.</p>
7	<p>Article 23</p> <p>When the Company convenes an annual general meeting, the written notice shall be dispatched twenty (20) working days before the date of the meeting. When the Company convenes an extraordinary general meeting, the written notice shall be dispatched ten (10) working days or fifteen (15) days (whichever is longer) before the date of the meeting. Such written notice shall notify all of the shareholders whose names appear in the register of shareholders of the matters to be considered at and the date and place of the meeting. Where laws, regulations, securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed stipulate on the abovementioned matters, such provisions shall prevail.</p>	<p>Article 23</p> <p>When the Company convenes an annual general meeting, the written notice shall be dispatched twenty (20) working days before the date of the meeting. When the Company convenes an extraordinary general meeting, the written notice shall be dispatched ten (10) working days or fifteen (15) days (whichever is longer) before the date of the meeting. Such written notice shall notify all of the shareholders whose names appear in the register of shareholders of the matters to be considered at and the date and place of the meeting. Where laws, regulations, securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed stipulate on the abovementioned matters, such provisions shall prevail.</p>

No.	Existing Articles	Amended Articles
	<p>Notice of a general meeting shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting) by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be served by way of announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Once the announcement is published, the holders of domestic shares shall be deemed to have received the notice relating to the general meeting.</p> <p>Save and except for other provisions stipulated by applicable laws, the above notice period shall commence from the date when the notice is dispatched (the date for convening such meeting shall be excluded).</p>	<p>Notice of a general meeting issued to the holders of overseas-listed foreign-invested shares shall be sent in any of the following ways:</p> <p>(1) to publish on the website of the Company or on the website designated by the stock exchange where the Company’s shares are listed in compliance with the applicable laws, administrative regulations and the relevant listing rules;</p> <p>(2) to send in accordance with other requirements of the stock exchange and the listing rules.</p> <p>For holders of domestic shares, the notice of a general meeting may be given by way of announcement or other forms prescribed by the Articles of Association.</p> <p>For notice given by way of announcement, once the announcement is published, all relevant personnel shall be deemed to have received the notice relating to the general meeting.</p> <p>Save and except for other provisions stipulated by applicable laws, the above notice period shall commence from the date when the notice is dispatched (the date for convening such meeting shall be excluded).</p>
8	<p>Article 24</p> <p>The notice of a general meeting shall satisfy the following requirements:</p>	<p>Article 24</p> <p>Notice of the shareholders’ general meeting shall include the following:</p>

No.	Existing Articles	Amended Articles
	<p>(1) in writing</p> <p>(2) specify the place, date and time of the meeting;</p> <p>(3) set out the matters to be discussed;</p> <p>(4) provide the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision in connection with the matters to be discussed. Such a principle includes (but not limited to) where the Company proposes to merge, repurchase its shares, restructure its share capital, or undergo other reorganization. The requirement for the specific terms and contracts (if exist) of the proposed transaction to be provided and the reasons for and effects of the same are to be properly explained;</p> <p>(5) if any director, supervisor, general manager and other senior management members have material interests in the matters to be discussed, the nature and extent of such material interests shall be disclosed, and if the effect of the matters to be discussed on such director, supervisor, general manager and other senior management members in their capacity as shareholders is different from the effect thereof on other shareholders of the same class, the differences shall be stated;</p> <p>(6) fully and completely disclose all the details of the proposed</p>	<p>(1) Time, place and duration of the meeting;</p> <p>(2) Matters and motions to be considered at the meeting: Any notice and supplementary notice of shareholders' general meetings shall sufficiently and completely disclose all the details of all proposals and all information or interpretations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed.</p> <p>(3) A conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily a shareholder of the Company;</p> <p>(4) Record date for shareholders who are entitled to attend the meeting;</p> <p>(5) Name and telephone number of the contact person in connection with the meeting;</p> <p>(6) Voting time and the voting procedures for online or other forms of meeting.</p>

No.	Existing Articles	Amended Articles
	<p>special resolutions;</p> <p>(7) contain a clear statement that a shareholder entitled to attend and vote at such meeting shall have the right to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxies need not be a shareholder;</p> <p>(8) specify the date and place for delivery of proxy forms for the meeting;</p> <p>(9) state the shareholding record date in relation to eligibility of shareholders for participation in the general meeting;</p> <p>(10) specify the names and telephone numbers of the contact persons in connection with the meeting.</p>	
9	<p>Added</p>	<p>Article 25</p> <p>For matter of discussion which involve the election of directors and supervisors, the notice of meeting will fully disclose the detailed information of the candidates for such directors and supervisors, which should at least include the following:</p> <p>(1) Education background, work experience and any part-time job;</p> <p>(2) Whether there is any associated relationship between the Company or the controlling shareholders and de facto controller</p>

No.	Existing Articles	Amended Articles
		<p>of the Company;</p> <p>(3) Disclosure of their shareholdings in the Company;</p> <p>(4) Whether or not they have been penalized by CSRC or other related securities regulatory departments and the stock exchange.</p> <p>Unless a director or supervisor is elected via the accumulative voting system, each candidate of director or supervisor shall be individually proposed.</p>
10	<p>Article 25</p> <p>Subsequent to the dispatch of a notice of the general meeting, the general meeting shall not be convened in advance, nor be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the convener shall make an announcement and give reasons therefor at least two working days prior to the original date of the meeting.</p> <p>In the event of postponement by the Company of a general meeting, the date of determination of equity entitlements (also known as the shareholding record date) of shareholders entitled to attend such meeting as stipulated in the original notice shall not be altered.</p>	<p>Article 26</p> <p>Subsequent to the dispatch of a notice of the general meeting, the general meeting shall not be convened in advance, nor be postponed or cancelled without proper reasons, and the proposals set out in the notice of the general meeting shall not be withdrawn. Once the meeting is postponed or cancelled, the convener shall make an announcement and give reasons therefor at least two working days prior to the original date of the meeting.</p> <p>In the event of postponement by the Company of a general meeting, the date of determination of equity entitlements (e.g. the shareholding record date, which shall not be changed once confirmed) of shareholders entitled to attend such meeting as stipulated in the original notice shall not be altered.</p>

No.	Existing Articles	Amended Articles
11	<p>Article 31</p> <p>Where a shareholder intends to appoint a proxy to attend and vote at a general meeting on his behalf, he shall do so in writing form. The proxy form issued by a shareholder appointing another person to attend a general meeting shall specify the following:</p> <p>.....</p>	<p>Article 32</p> <p>An individual shareholder who attends a general meeting in person shall produce share account cards, his/her own identity card or other valid documents or proof evidencing his/her identity. Where a shareholder intends to appoint a proxy to attend and vote at a general meeting on his behalf, the proxy shall produce the proxy form issued by the shareholder and his/her own valid identity documents. A legal person shareholder shall attend and vote at the meeting by its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he or she shall produce his or her own identity card and a valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his/her own identity card and the proxy form in writing issued by the legal representative of the legal person shareholder according to law. A legal person shareholder who appoints a proxy to attend any meeting shall be deemed to be present in person.</p> <p>The proxy form issued by a shareholder appointing another person to attend a general meeting shall specify the following:</p> <p>.....</p>

No.	Existing Articles	Amended Articles
12	<p>Article 32</p> <p>Proxy forms appointing proxies with the authority to vote shall be deposited at the address of the Company or such other place as may be specified in the notice of the relevant meeting at least 24 hours before the relevant meeting at which such proxies are authorized to vote under such proxy forms, or 24 hours before the designated time for the relevant voting. Where a proxy form is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. A notarized copy of that power of attorney or other authorization document, together with the proxy form appointing a proxy with the authority to vote, shall be deposited at the address of the Company or such other place as may be specified in the notice of the relevant meeting.</p>	<p>Article 33</p> <p>Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed, proxy forms appointing proxies with the authority to vote shall be deposited at the address of the Company or such other place as may be specified in the notice of the relevant meeting within the time specified by the Company. Where a proxy form is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. A notarized copy of that power of attorney or other authorization document, together with the proxy form appointing a proxy with the authority to vote, shall be deposited at the address of the Company or such other place as may be specified in the notice of the relevant meeting.</p>
13	<p>Article 33</p> <p>A register of attendance at general meetings shall be prepared by the Company. Such register shall set forth the names of attendees (or the names of the companies they represent), their identity card numbers, residential address, number of voting shares held or represented, and the names of the appointers of proxies (or the appointing companies), etc.</p>	<p>Article 34</p> <p>A register of attendance at general meetings shall be prepared by the Company. Such register shall set forth the names of attendees (or the names of the companies they represent), their identity card numbers, residential address, number of voting shares held or represented, and the names of the appointers of proxies (or the appointing companies), etc. The convener and the lawyer shall examine legality of the</p>

No.	Existing Articles	Amended Articles
		shareholders' qualifications according to the register of members provided by the securities registrations and clearing organizations.
14	<p>Article 50</p> <p>Shareholders or their authorized proxies shall exercise their voting rights at a general meeting according to the number of shares with voting rights they represent, with one vote for each share, save as prescribed in Article 62 of these Rules.</p>	<p>Article 51</p> <p>Shareholders or their authorized proxies shall exercise their voting rights at a general meeting according to the number of shares with voting rights they represent, with one vote for each share, except for such situations where cumulative voting system is applicable according to the Articles of Association and the requirements herein.</p> <p>The same voting right may be exercised through only one means: on-site, online or any other means. The first voting result shall prevail where the same voting right is repeatedly exercised.</p>
15	<p>Article 51</p> <p>On a poll taken at a meeting, a shareholder (including proxy) entitled to 2 or more votes need not cast all his votes in favour of or against in the same way.</p> <p>In case of equality between the dissenting votes and affirmative votes, the chairman of the meeting has the right to cast one more vote.</p>	Deleted

No.	Existing Articles	Amended Articles
16	<p>Article 52</p> <p>In the case of voting of the proposal to elect directors or supervisors at the general meeting, the accumulative voting method is adopted in accordance with relevant requirements of the Articles of Association, and details for the accumulative system are as follows:</p> <p>.....</p>	<p>Article 52</p> <p>In the case of voting of the proposal to elect directors (including independent directors, same as below) or supervisors at the general meeting, the accumulative voting method is adopted in accordance with relevant requirements of the Articles of Association, and details for the accumulative system are as follows:</p> <p>.....</p>
17	<p>Article 54</p> <p>The poll taken on each matter considered at the meeting shall be counted and scrutinized by a lawyer, two shareholder representatives and one supervisor, and the voting result shall be made public on the spot by vote counters. In case of consideration of matters in relation to connected transactions, connected shareholders shall not participate in counting the votes so cast.</p>	<p>Article 54</p> <p>The poll taken on each matter considered at the meeting shall be counted and scrutinized by a lawyer, two shareholder representatives and one supervisor, and the voting result shall be made public on the spot by vote counters. In case of consideration of matters in relation to connected transactions, connected shareholders shall not participate in counting the votes so cast. A shareholder of the Company or his proxy who has voted through the internet or other voting methods shall be entitled to inspect his own voting result through the corresponding voting system.</p>
18	<p>Article 58</p> <p>Resolutions of general meetings are divided into ordinary resolutions and special resolutions.</p>	<p>Article 58</p> <p>Resolutions of general meetings are divided into ordinary resolutions and special resolutions.</p>

No.	Existing Articles	Amended Articles
	<p>(1) Ordinary resolution</p> <p>An ordinary resolution of a general meeting shall be passed by votes representing more than one half (excluding one half) of the voting rights held or represented by the shareholders (including their proxies) present at the general meeting.</p> <p>The following matters shall be resolved by ordinary resolutions at a general meeting:</p> <p>(i) work reports of the Board and the supervisory committee;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the Board;</p> <p>(iii) appointment and removal of members of the Board and the supervisory committee, their remuneration and methods of payment thereof;</p> <p>(iv) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(v) appointment, removal or termination of appointment of accounting firms and their remunerations; and</p> <p>(vi) matters other than those required by laws and administrative regulations or the Articles of Association to be approved by special resolutions.</p>	<p>(1) Ordinary resolution</p> <p>An ordinary resolution of a general meeting shall be passed by votes representing more than one half (excluding one half) of the voting rights held or represented by the shareholders (including their proxies) present at the general meeting.</p> <p>The following matters shall be resolved by ordinary resolutions at a general meeting:</p> <p>(i) work reports of the Board and the supervisory committee;</p> <p>(ii) profit distribution plan and loss recovery plan formulated by the Board;</p> <p>(iii) appointment and removal of members of the Board and the supervisory committee, their remuneration and methods of payment thereof;</p> <p>(iv) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(v) the Company's annual report;</p> <p>(vi) appointment, removal or termination of appointment of accounting firms and their remunerations; and</p> <p>(vii) matters other than those required by laws and administrative regulations or the Articles of Association to be approved by special</p>

No.	Existing Articles	Amended Articles
	resolutions.
19	<p>Article 61</p> <p>The general meeting shall pass resolutions on the proposals included in the agenda of such meeting.</p>	<p>Article 61</p> <p>The general meeting shall pass resolutions on the proposals included in the agenda of such meeting.</p> <p>The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate that meeting immediately followed by a timely public announcement. At the same time, the convener shall report to the CSRC branch and the stock exchange of the place where Company is located.</p>
20	<p>Article 63</p> <p>The directors, the Secretary to the Board, the convener or his representative, and the chairman of the meeting shall sign the minutes of the meeting, The minutes of the meeting shall be kept by the Secretary to the Board as the Company’s archives for a term not less than 10 years.</p>	<p>Article 63</p> <p>The directors, supervisors, the Secretary to the Board, the convener or his representative, and the chairman of the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept with the registration record of attendant shareholders, authorization letters of proxies, valid record on internet voting and other means</p>

No.	Existing Articles	Amended Articles
		of voting by the Secretary to the Board as the Company's archives for a term not less than 10 years.
21	<p>Article 65</p> <p>The Board shall strictly implement the State's relevant laws, regulations and the provisions regarding information disclosure issued by the stock exchanges where the Company's shares are listed and traded, and disclose the issues discussed and/or resolutions passed at the general meeting in a timely, true, accurate and complete manner.</p>	<p>Article 65</p> <p>The Board shall strictly implement the State's relevant laws, regulations and the provisions regarding information disclosure issued by the stock exchanges where the Company's shares are listed and traded, and disclose the issues discussed and/or resolutions passed at the general meeting in a timely, true, accurate and complete manner, and announce in a timely manner. The announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares held with voting rights and the percentage in the total number of shares of the Company with voting right, method of voting, voting result of each proposal and the details of each resolution which has been passed. If any proposal has not been passed or modification has been made to a resolution of the preceding general meeting by the current general meeting, a special note should be contained in the announcement on resolutions of the general meeting.</p>
Details of the amendments to the Rules of Procedures for the Board		
1	Article 6	Article 6

No.	Existing Articles	Amended Articles
	<p>.....</p> <p>The Board has one (1) secretary to the Board, who are nominated by the Chairman and is appointed or dismissed by the Board. The secretary to the Board reports to the Board. Responsibilities of the secretary to the Board mainly include:</p> <p>(1) to assist directors to handle the daily work of the Board;</p> <p>(2) to ensure that the Company maintain complete organisational documents and records;</p> <p>(3) to ensure that the Company prepares and delivers such reports and documents as required by competent authorities in accordance with laws;</p> <p>(4) to be responsible for information disclosure of the Company on a timely, accurate, legitimate and complete basis;</p> <p>(5) to ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;</p> <p>(6) to perform other duties as provided in relevant laws and regulations, the Articles of Association and the Listing Rules of the stock exchange where the Company’s shares are listed.</p>	<p>.....</p> <p>The Board has one (1) secretary to the Board, who are nominated by the Chairman and is appointed or dismissed by the Board. The secretary to the Board reports to the Board. Responsibilities of the secretary to the Board mainly include:</p> <p>(1) to address and coordinate information disclosure of the Company, organize and formulate information disclosure management system of the Company, and urge the Company and relevant information disclosure obligors to observe relevant provisions concerning information disclosure;</p> <p>(2) to be responsible for the investor relations management, and coordinate communication between the Company and securities regulatory authorities, investors and actual controllers, intermediaries and the media;</p> <p>(3) to organize and prepare Board meetings and general meetings, attend general meetings, Board meetings, the meetings of the supervisory committee and meetings related to senior management, and maintain and sign the minutes of Board meetings;</p> <p>(4) to be responsible for the confidentiality of information disclosure of the Company and promptly report to SEHK when</p>

No.	Existing Articles	Amended Articles
		<p>significant undisclosed information was disclosed;</p> <p>(5) to follow media coverage and seek for confirmation, and urge relevant entities including companies to make prompt replies to SEHK;</p> <p>(6) to organize the trainings on relevant laws, regulations and relevant provisions of SEHK for directors, supervisors and senior management members of the Company, and provide assistance for aforesaid personnel in understanding their duties in the information disclosure;</p> <p>(7) to urge and supervise directors, supervisors and senior management members to abide by laws, regulations, relevant provisions of SEHK and the Articles of Association, and faithfully fulfill their commitments; remind the Company, directors, supervisors and senior management members of their existing or possible resolutions in violation of relevant provisions, and forthwith report to securities regulatory authorities in a faithful manner;</p> <p>(8) to manage the change of the Company's shares and their derived varieties;</p> <p>(9) to perform other duties as provided in relevant laws and regulations, the Articles of Association and the Listing Rules of the</p>

No.	Existing Articles	Amended Articles
		stock exchange where the Company's shares are listed.
2	<p>Article 7</p> <p>The Board may establish and maintain special committees including Strategies, Audit, Nomination, Remuneration and Assessment committees pursuant to relevant resolutions of general meetings. All the special committees shall be accountable to the Board, perform their duties in accordance with Articles of Association of the Company and the authorization of the Board, and submit resolutions to the Board for consideration and decision.</p> <p>Special committees are all made up of directors, of which the majority of Audit Committees, Nomination Committees, and Remuneration and Assessment Committees shall be independent directors who shall also be the convener of the said committees. The convener of the Audit Committee shall be an accounting professional. The Board is responsible for formulating the working procedures of the special committees and regulating the operation.</p>	<p>Article 7</p> <p>The Board may establish and maintain special committees including Strategies, Audit, Nomination, Remuneration and Assessment committees pursuant to relevant resolutions of general meetings. All the special committees shall be accountable to the Board, perform their duties in accordance with Articles of Association of the Company and the authorization of the Board, and submit resolutions to the Board for consideration and decision.</p> <p>Special committees are all made up of directors, of which the majority of Audit Committees, Nomination Committees, and Remuneration and Assessment Committees shall be independent directors who shall also be the convener of the said committees. The member of the Audit Committee shall be directors who have no senior management positions in the Company, and the convener shall be an accounting professional. The Board is responsible for formulating the working procedures of the special committees and regulating the operation.</p>
3	<p>Article 8</p> <p>The Board reports to general meetings and exercises the following</p>	<p>Article 8</p> <p>The Board reports to general meetings and exercises the following</p>

No.	Existing Articles	Amended Articles
	<p>powers:</p> <p>.....</p> <p>(6) to formulate proposals for increases or reductions of the Company's registered capital and the issue of corporate debentures;</p> <p>(7) to draw up plans for repurchase of the Company's shares or the proposal for merger, division or dissolution of the Company;</p> <p>(8) to determine the external investment, purchase and sale of assets, assets mortgage, entrusted asset management, connected transactions of the Company and the external guarantees other than those requiring approval of the general meeting in accordance with relevant laws, administrative regulations or the Articles of Association within the authorization of the general meeting;</p> <p>.....</p> <p>(16) to exercise any other powers specified in relevant laws, regulations or the Articles of Association and conferred by general meetings.</p> <p>(17) In accordance with Article 163 of the Articles of Association, the CPC Committee of the Company shall consider and provide opinions on the candidates nominated by the board of directors or the general manager, or recommend candidates to the board of directors or the general manager. The CPC Committee, together with the</p>	<p>powers:</p> <p>.....</p> <p>(6) to formulate proposals for increases or reductions of the Company's registered capital, the issue of corporate debentures or other securities and listing;</p> <p>(7) to draw up plans for material acquisition and acquisition of the Company's shares or the proposal for merger, division, dissolution and changing the form of the Company;</p> <p>(8) to determine the external investment, purchase and sale of assets, assets mortgage, entrusted asset management, connected transactions, external donations of the Company and the external guarantees other than those requiring approval of the general meeting in accordance with relevant laws, administrative regulations or the Articles of Association within the authorization of the general meeting;</p> <p>.....</p> <p>(16) to exercise any other powers specified in relevant laws, regulations or the Articles of Association and conferred by general meetings.</p>

No.	Existing Articles	Amended Articles
	<p>board of directors, shall evaluate the proposed candidates and put forth comments and suggestions collectively.</p>	
4	<p>Article 10</p> <p>The Board meetings comprise regular meetings and extraordinary meetings.</p> <p>.....</p> <p>(2) Extraordinary meeting</p> <p>The Chairman of the Board shall convene an extraordinary Board meeting, not being subject to time limit of notice to Board meetings (provided that reasonable notices shall be served on all directors), within ten (10) business days in case of any of the following circumstances:</p> <p>(i) when proposed by shareholders representing 10% or more of voting rights;</p> <p>(ii) when deemed as necessary by the Chairman of the Board;</p> <p>(iii) when proposed jointly by not less than one-third of the directors;</p> <p>(iv) when proposed jointly by not less than one half of the independent directors;</p> <p>(v) when proposed by the supervisory committee; and</p>	<p>Article 10</p> <p>The Board meetings comprise regular meetings and extraordinary meetings.</p> <p>.....</p> <p>(2) Extraordinary meeting</p> <p>The Chairman of the Board shall convene an extraordinary Board meeting, not being subject to time limit of notice to Board meetings (provided that reasonable notices shall be served on all directors), within ten (10) business days in case of any of the following circumstances:</p> <p>(i) when proposed by shareholders representing 10% or more of voting rights;</p> <p>(ii) when deemed as necessary by the Chairman of the Board;</p> <p>(iii) when proposed jointly by not less than one-third of the directors;</p> <p>(iv) when proposed jointly by more than one half of the independent directors;</p> <p>(v) when proposed by the supervisory committee; and</p>

No.	Existing Articles	Amended Articles
	(vi) when proposed by the general manager.	(vi) when proposed by the general manager.
5	<p>Article 11</p> <p>The Board meeting can be held by way of on-site meeting, teleconference meeting, written proposal meeting, etc.</p> <p>The Board meeting can be held by way of teleconference meeting or by virtue of similar telecommunication devices. So long as the participating director can hear and communicate with each other, all participating directors are deemed to have participated in such meeting in person. An oral poll may be adopted for any proposed resolution unable to be signed at the meeting by directors, provided that the directors shall complete the execution thereto as soon as practicable. Oral poll by directors has the same effect as that of execution in writing, however subsequent execution in writing shall be consistent with oral poll at such meetings.</p> <p>The proposals to be resolved at a meeting shall be dispatched to each director, either by hand, mail, telegraph, facsimile or e-mail, in case that a written proposal is adopted by the Board instead of convening the Board meeting. A resolution shall come into effect without otherwise convening a Board meeting upon that the number of directors signing consent meets the quorum for resolution as required by laws, regulations and the Articles of Association in connection</p>	<p>Article 11</p> <p>The Board meeting can be held by way of on-site meeting, teleconference meeting, written proposal meeting, etc.</p> <p>The Board meeting can be held by way of teleconference meeting or by virtue of similar telecommunication devices. So long as the participating director can hear and communicate with each other, all participating directors are deemed to have participated in such meeting in person. An oral poll may be adopted for any proposed resolution unable to be signed at the meeting by directors, provided that the directors shall complete the execution thereto as soon as practicable. Oral poll by directors has the same effect as that of execution in writing, however subsequent execution in writing shall be consistent with oral poll at such meetings.</p> <p>The proposals to be resolved at a meeting shall be dispatched to each director, either by hand, mail, facsimile or e-mail, in case that a written proposal is adopted by the Board instead of convening the Board meeting. A resolution shall come into effect without otherwise convening a Board meeting upon that the number of directors signing consent meets the quorum for resolution as required by laws, regulations and the Articles of Association in connection therewith,</p>

No.	Existing Articles	Amended Articles
	therewith, and the signed resolution is returned to the secretary to the Board by the aforesaid means.	and the signed resolution is returned to the secretary to the Board by the aforesaid means.
6	<p>Article 15</p> <p>Under the precondition of concurrently complying with the requirements of subparagraph 2 of this article, any independent director who is absent from Board meetings for three consecutive times shall be removed from his office as proposed by the Board to the general meeting.</p> <p>Any of the other director's failing to attend, either in person or by other director on his behalf, two consecutive Board meetings shall be deemed as default of his duties, and shall be removed from his office as proposed by the Board to the general meeting.</p>	<p>Article 15</p> <p>Any of the other director's failing to attend, either in person or by other director on his behalf, two consecutive Board meetings shall be deemed as default of his duties, and shall be removed from his office as proposed by the Board to the general meeting.</p> <p>The independent directors shall attend the Board meetings in person. If the independent director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion and entrust other independent directors in writing to attend the meeting on his/her behalf. If an independent director fails to attend two consecutive meetings of the Board in person and does not delegate another independent director to attend the meeting on his/her behalf, the Board shall, within thirty days from the date of such fact, propose to convene a shareholders' meeting to remove such independent director from his/her position.</p>
7	<p>Article 16</p> <p>The proposals of Board meetings are put forward for the following:</p>	<p>Article 16</p> <p>The proposals of Board meetings are put forward for the following:</p>

No.	Existing Articles	Amended Articles
	<p>(1) matters proposed by the Chairman;</p> <p>(2) matters proposed jointly by not less than one-third of the directors;</p> <p>(3) matters proposed by the supervisory committee;</p> <p>(4) matters proposed by the special committees under the Board;</p> <p>(5) matters proposed by the general manager;</p> <p>(6) matters proposed jointly by not less than one half of independent directors;</p> <p>(7) matters proposed by shareholders representing not less than 10% of the voting rights in the Company;</p> <p>(8) other circumstances as specified by relevant laws, regulations and the Articles of Association.</p>	<p>(1) matters proposed by the Chairman;</p> <p>(2) matters proposed jointly by not less than one-third of the directors;</p> <p>(3) matters proposed by the supervisory committee;</p> <p>(4) matters proposed by the special committees under the Board;</p> <p>(5) matters proposed by the general manager;</p> <p>(6) matters proposed jointly by more than one half of independent directors;</p> <p>(7) matters proposed by shareholders representing not less than 10% of the voting rights in the Company;</p> <p>(8) other circumstances as specified by relevant laws, regulations and the Articles of Association.</p>
8	<p>Article 17</p> <p>The secretary to the Board is responsible for collecting proposals for matters to be considered at Board meetings. The relevant proposals and explanatory information shall be filed with the secretary to the Board five days prior to dispatch of the notice of the Board meeting.</p> <p>A proposal that involves material connected transactions subject to consideration by the Board meeting or the general meeting (as required by the provisions promulgated by competent</p>	<p>Article 17</p> <p>The secretary to the Board is responsible for collecting proposals for matters to be considered at Board meetings. The relevant proposals and explanatory information shall be filed with the secretary to the Board five days prior to dispatch of the notice of the Board meeting.</p> <p>Matters that involves related party transactions that shall be disclosed according to law, plans for the listed company and related parties to change or waive commitments, and decisions</p>

No.	Existing Articles	Amended Articles
	<p>authorities from time to time) or is in connection with appointment or removal of the auditors shall be subject to a prior approval by not less than one half of independent directors. After collecting relevant materials, the secretary to the Board shall submit the time, venue and agenda of the Board meeting to the chairman or the convener.</p>	<p>made and measures taken by the board of directors of the listed company to be acquired in relation to the acquisition, shall be submitted to the board of directors for consideration after being approved by a majority of all independent directors of the Company. After collecting relevant materials, the secretary to the Board shall submit the time, venue and agenda of the Board meeting to the chairman or the convener.</p>
9	<p>Article 20</p> <p>The notice of the Board meeting shall be served in accordance with the requirements or by means as follows:</p> <p>(1) If the time and venue for a regular meeting have been determined in advance by the Board, the notice is not necessary unless the time and venue are changed.</p> <p>(2) If the time and venue for a meeting have not been determined in advance by the Board, a notice of time, venue and agenda of the Board meeting shall be served on all directors, either by facsimile, express mail, registered mail, by hand or e-mail at least 14 days prior to the convening of such meeting, save as otherwise provided for in Article 11 of the Rules.</p> <p>(3) The notice shall be in Chinese and an English version may be attached as necessary, in which agenda and topic of the meeting</p>	<p>Article 20</p> <p>The notice of the Board meeting shall be served in accordance with the requirements or by means as follows:</p> <p>(1) The notice of a regular meeting of the Board shall be sent 14 days prior to the date of the meeting; for an extraordinary meeting of the Board, the aforesaid limitation on the notification period shall not apply but the reasonable notice should be sent to all directors. A notice of the time, venue and duration of the meeting, the reason for convening the meeting and agenda thereof, and the date of issuing the meeting notice shall be sent by the secretary to the Board, either by facsimile, express mail, registered mail, by hand or e-mail according to the aforesaid time requirements.</p> <p>(2) The notice shall be in Chinese and an English version may be</p>

No.	Existing Articles	Amended Articles
	shall be set out.	attached as necessary.
10	<p>Article 21</p> <p>A confirmation on participation in the meeting shall be made two (2) days prior to the convening with the secretary to the Board by the recipient of such notice.</p> <p>Any director may waive his right to be served with the notice of Board meetings.</p> <p>In the case of participation in effect and without objection to not being served with the notice of Board meeting prior to or upon his participation, the director shall be deemed as if he has been served with the notice of meeting.</p>	<p>Article 21</p> <p>A confirmation on participation in the meeting shall be made two (2) days prior to the convening with the secretary to the Board by the recipient of such notice.</p> <p>In the case of participation in effect and without objection to not being served with the notice of Board meeting prior to or upon his participation, the director shall be deemed as if he has been served with the notice of meeting.</p>
11	<p>Article 25</p> <p>In the spirit of democracy for discussions, each director's opinion shall be respected at Board meetings.</p> <p>In accordance with Article 99 of the Articles of Association, the opinions of the CPC Committee of the Company shall be heard before the board of directors decides on material issues of the Company.</p>	<p>Article 25</p> <p>In the spirit of democracy for discussions, each director's opinion shall be respected at Board meetings.</p> <p>In accordance with relevant requirements of the Articles of Association, the opinions of the CPC Committee of the Company shall be heard before the board of directors decides on material issues of the Company.</p>
12	Article 28	Article 28

No.	Existing Articles	Amended Articles
	<p>Independent directors shall give their independent opinions to the Board or general meetings on the following matters:</p> <p>(1) nomination, appointment and dismissal of directors;</p> <p>(2) appointment or dismissal of senior management members;</p> <p>(3) remuneration of directors and senior management members;</p> <p>(4) Borrowings or other capital transactions made between the Company and the shareholders, de facto controllers of the Company and their connected parties with an amount equal to or higher than the limit on material connected transactions (as defined in the provisions promulgated by competent authorities from time to time), and if the Company has adopted any effective measures to recover the arrears;</p> <p>(5) no profit distribution in cash as recommended by the Board;</p> <p>(6) any matter deemed by independent directors as possibly infringing upon the interest of minority shareholders;</p> <p>(7) other matters as specified in applicable laws, regulations and the Articles of Association.</p> <p>The categories of opinions to be duly made by the independent directors in respect of the abovementioned matters are: consent; qualified opinion and the reasons thereof; dissent and the reasons</p>	<p>Independent directors shall give their independent opinions on the matters that harm the rights and interests of the Company or minority shareholders according to the law.</p> <p>The categories of opinions to be duly made by the independent directors in respect of the abovementioned matters are: consent; qualified opinion and the reasons thereof; dissent and the reasons thereof; unable to present opinions and the obstacles thereto.</p> <p>The Company shall announce the independent directors' opinions on discloseable matters. If no consensus is reached by the independent directors, the Board shall disclose the opinions of each independent director respectively.</p>

No.	Existing Articles	Amended Articles
	<p>thereof; unable to present opinions and the obstacles thereto.</p> <p>The Company shall announce the independent directors' opinions on discloseable matters. If no consensus is reached by the independent directors, the Board shall disclose the opinions of each independent director respectively.</p>	
13	<p>Article 31</p> <p>Except for the Board's resolutions in respect of the matters specified as below which shall be passed by not less than two thirds of the directors, the Board's resolutions in respect of any other matters may be passed by more than one half of the directors.</p> <p>(1) to formulate proposals for increases or reductions of the Company's registered capital and the issue of corporate debentures;</p> <p>(2) to draw up plans for repurchase of the Company's shares or the proposal for merger, division or dissolution of the Company;</p> <p>(3) to formulate proposals for any amendments to the Articles of Association;</p> <p>(4) other matters as specified by relevant laws, regulations and the Articles of Association.</p> <p>In addition, any resolution on the Company's external guarantees shall be approved by more than one half of all the directors and by</p>	<p>Article 31</p> <p>Except for the Board's resolutions in respect of the matters specified as below which shall be passed by not less than two thirds of the directors, the Board's resolutions in respect of any other matters may be passed by more than one half of the directors:</p> <p>(1) to formulate proposals for increases or reductions of the Company's registered capital, the issue of corporate debentures or other securities and listing;</p> <p>(2) to draw up plans for material acquisition and acquisition of the Company's shares or the proposal for merger, division, dissolution and changing the form of the Company;</p> <p>(3) to formulate proposals for any amendments to the Articles of Association;</p> <p>(4) other matters as specified by relevant laws, regulations and the Articles of Association.</p>

No.	Existing Articles	Amended Articles
	not less than two-thirds of the directors present at Board meetings.	In addition, any resolution on the Company's external guarantees shall be approved by more than one half of all the directors and by not less than two-thirds of the directors present at Board meetings.
14	<p>Article 33</p> <p>If a director or his associate (as defined by applicable securities listing rules as revised from time to time) is directly or indirectly interested in any contract, transaction or arrangement to be considered by the Board, such director shall disclose to the Board the nature and extent of his interest therein, abstain from voting and shall not exercise any voting right on behalf of other directors. Such Board meeting can be held when more than half of the non-connected directors are present; any resolution passed at such meeting shall be approved by more than half of the non-connected directors. The matters requiring approval of not less than two-thirds of the directors present at a board meeting as specified in the Article 32 herein shall be approved by not less than two-thirds of the non-connected directors. Where the number of the non-connected directors is less than three, relevant matters shall be submitted to the general meeting for consideration.</p>	<p>Article 33</p> <p>If a director or his associate (as defined by applicable securities listing rules as revised from time to time) is directly or indirectly interested in any contract, transaction or arrangement to be considered by the Board, such director shall disclose to the Board the nature and extent of his interest therein, abstain from voting and shall not exercise any voting right on behalf of other directors. Such Board meeting can be held when more than half of the non-connected directors are present; any resolution passed at such meeting shall be approved by more than half of the non-connected directors. The matters requiring approval of not less than two-thirds of the directors present at a Board meeting as specified herein shall be approved by not less than two-thirds of the non-connected directors. Where the number of the non-connected directors is less than three, relevant matters shall be submitted to the general meeting for consideration.</p>
15	<p>Article 43</p> <p>Implementation of the following matters shall be subject to</p>	<p>Article 43</p> <p>Implementation of the following matters shall be subject to</p>

No.	Existing Articles	Amended Articles
	<p>consideration and approval by the Board meeting and a further approval by the general meeting:</p> <p>(1) formulating the Company’s proposals for annual financial budget and final accounts;</p> <p>(2) formulating the Company’s profit distribution plan and loss recovery plan;</p> <p>(3) formulating proposals for increases or reductions of the Company’s registered capital and the issue of corporate debentures;</p> <p>(4) drawing up plans for repurchase of the Company’s shares or the proposal for merger, division or dissolution of the Company;</p> <p>(5) formulating proposals for any amendments to the Articles of Association;</p> <p>(6) proposing to the general meeting the appointment or change of the accounting firms which provide audit service for the Company.</p>	<p>consideration and approval by the Board meeting and a further approval by the general meeting:</p> <p>(1) formulating the Company’s proposals for annual financial budget and final accounts;</p> <p>(2) formulating the Company’s profit distribution plan and loss recovery plan;</p> <p>(3) formulating proposals for increases or reductions of the Company’s registered capital, the issue of corporate debentures or other securities and listing;</p> <p>(4) drawing up the Company’s plans for material acquisition and acquisition of the Company’s shares or the proposal for merger, division, dissolution and changing the form of the Company;</p> <p>(5) formulating proposals for any amendments to the Articles of Association;</p> <p>(6) proposing to the general meeting the appointment or change of the accounting firms which provide audit service for the Company.</p>

Note: If the serial numbering of the articles of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the articles of the Articles of Association, the Rules of Procedures for General Meetings and the Rules of Procedures for the Board as so amended shall be changed accordingly, including cross-reference.