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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED\***

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

(Stock Code: 0038)

**ANNOUNCEMENT ON THE AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION, THE RULES OF  
PROCEDURES FOR GENERAL MEETINGS,  
THE RULES OF PROCEDURES FOR BOARD OF  
DIRECTORS AND THE RULES OF PROCEDURES FOR  
SUPERVISORY COMMITTEE**

First Tractor Company Limited\* (the “Company”) held the 23rd Meeting of the Ninth Session of the Board of Directors on 28 August 2024, at which the “Resolution Regarding the Amendments to the Articles of Association of the Company”, the “Resolution Regarding the Amendments to the Rules of Procedures for General Meetings of the Company” and the “Resolution Regarding the Amendments to the Rules of Procedures for Board of Directors” were considered and approved. On the same day, the Company held the 13th Meeting of the Ninth Session of the Supervisory Committee, at which the “Resolution Regarding the Amendments to the Rules of Procedures for Supervisory Committee” was considered and approved. The details are as follows:

## I. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

No.	Before amendments	After amendments
1	<p>Article 1.</p> <p>..... In order to comply with the Company Law, the Administrative Measures the Trail Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and Guidelines on Articles of Association of Listed Companies (as amended in 2022) (《上市公司章程指引》(2022年修訂)), ..... the extraordinary shareholders' general meeting on 13 April, 2022, the extraordinary shareholders' general meeting on 8 December, 2023 to amend its Articles of Association.</p> <p>.....</p>	<p>Article 1.</p> <p>..... In order to comply with the Company Law, the Administrative Measures the Trail Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and Guidelines on Articles of Association of Listed Companies (as amended in 2023) (《上市公司章程指引》(2023年修訂)) ..... the extraordinary shareholders' general meeting on 13 April, 2022, the extraordinary shareholders' general meeting on 8 December, 2023, <u>the extraordinary shareholders' general meeting on [•], 2024</u> to amend its Articles of Association.</p> <p>.....</p>
2	<p>Article 2.</p> <p>The overseas listed foreign shares, denominated in foreign currency and listed overseas, were issued to foreign investors by the Company and listed on the Main Board of The Stock Exchange of Hong Kong Limited in 1997. In addition, the Company was approved by China Securities Regulatory Committee to issue its ordinary shares denominated in RMB to the domestic public for the first time, and they were listed on the Shanghai Stock Exchange on 8 August 2012.</p>	<p>Article 2.</p> <p>The overseas listed foreign shares, denominated in foreign currency and listed overseas, were issued to foreign investors by the Company and listed on the Main Board of The Stock Exchange of Hong Kong Limited in 1997. In addition, the Company was approved by China Securities Regulatory Committee (<u>“CSRC”</u>) to issue its ordinary shares denominated in RMB to the domestic public for the first time, and they were listed on the Shanghai Stock Exchange on 8 August 2012.</p>

No.	Before amendments	After amendments
3	<p>Article 5.</p> <p>Authorized legal representative of the Company is the Chairman of the Board of Directors of the Company.</p>	<p>Article 5.</p> <p><u>The legal representative of the Company shall be a director who executes the affairs of the Company on behalf of the Company and shall be elected or replaced by the Board of Directors by more than half (not including half) of all directors.</u></p> <p><u>The resignation of a director who serves as legal representative is deemed to be simultaneous with the resignation of the legal representative, and the Company shall determine a new legal representative within thirty days from the date of resignation.</u><del>Authorized legal representative of the Company is the Chairman of the Board of Directors of the Company.</del></p>
4	<p>Article 8.</p> <p>..... Guidelines on Articles of Association of Listed Companies (as amended in 2022) issued by China Securities Regulatory Commission on 5 January 2022, and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies issued by the China Securities Regulatory Commission on 17 February 2023. The amendments to the Articles of Association shall be made in accordance with Article 245.</p>	<p>Article 8.</p> <p>..... Guidelines on Articles of Association of Listed Companies (as amended in <del>2022</del><u>2023</u>) issued by China Securities Regulatory Commission on 5 January 2022, and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies issued by the China Securities Regulatory Commission on 17 February 2023. The amendments to the Articles of Association shall be made in accordance with Article <del>245</del><u>236</u>.</p>

No.	Before amendments	After amendments
5	<p>Article 10.</p> <p>.....</p> <p>Shareholders may sue the Company in accordance with the Articles of Association. The Company may sue shareholders in accordance with its Articles of Association. Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders may sue Directors, supervisors, general manager and other senior officers of the Company in accordance with the Articles of Association.</p> <p>.....</p>	<p>Article 10.</p> <p>.....</p> <p>Shareholders may sue the Company in accordance with the Articles of Association. <del>The Company may sue shareholders in accordance with its Articles of Association.</del> Shareholders may sue shareholders in accordance with the Articles of Association. Shareholders may sue Directors, supervisors, general manager and other senior officers of the Company in accordance with the Articles of Association; <u>the Company may sue shareholders, Directors, supervisors, general manager and other senior officers of the Company in accordance with its Articles of Association.</u></p> <p>.....</p>
6	<p>Article 18.</p> <p>The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may have other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.</p>	<p>Article 18.</p> <p>The Company shall have ordinary shares at all times. The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may have other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council. <u>Shares of a company shall be issued on the basis of the principles of openness, fairness and impartiality, and each share of the same class shall have equal rights. Shares of the same class issued at the same time shall be issued on the same terms and at the same price per share; any unit or individual subscribing for shares shall pay the same price per share.</u></p>

No.	Before amendments	After amendments
7	<p>Article 31.</p> <p>.....</p> <p>The Company may increase its capital by the following methods:</p> <p>(1) By offering new shares for subscription by unspecified investors;</p> <p>(2) By placing new shares to its existing shareholders;</p> <p>(3) By allotting new shares to its existing shareholders;</p> <p>(4) Convert capital reserve into additional share capital;</p> <p>(5) The other methods permitted by laws and administrative regulations of PRC.</p> <p>.....</p>	<p>Article 31.</p> <p>.....</p> <p>The Company may increase its capital by the following methods:</p> <p>(1) <del>By offering new shares for subscription by unspecified investors</del> <u>Public offering (in share issue);</u></p> <p>(2) <del>By placing new shares to its existing shareholders</del> <u>Non-public offering (in share issue);</u></p> <p>(3) By allotting <del>new</del> <u>bonus</u> shares to its existing shareholders;</p> <p>(4) Convert capital reserve into additional share capital;</p> <p>(5) The other methods permitted by laws and administrative regulations of PRC <u>and approved by the CSRC.</u></p> <p>.....</p>
8	<p>Article 33.</p> <p>Except as otherwise stipulated in the laws and administrative regulations, shares in the Company may be transferred freely with no lien attached.</p>	<p>Article 33.</p> <p><u>The Company's shares are traded in accordance with relevant laws, administrative regulations and stock exchange trading rules.</u> <del>Except as otherwise stipulated in the laws and administrative regulations, shares in the Company may be transferred freely with no lien attached.</del></p>
9	<p>Article 34.</p> <p>The Company may reduce its registered capital in accordance with the provisions of its Articles of Association.</p>	<p>Article 34.</p> <p><u>In accordance with the Company Law, and other relevant regulations and the procedures set forth in the provisions of Articles of Association, the Company may reduce its registered capital.</u> <del>The Company may reduce its registered capital in accordance with the provisions of its Articles of Association.</del></p>

No.	Before amendments	After amendments
10	<p>Article 35.</p> <p>When the Company is to reduce its capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for reduction of capital and shall publish an announcement in newspaper within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>Any reduction in the registered capital of the Company shall be registered with the Company's registration authorities as stipulated by laws.</p>	<p>Article 35.</p> <p>When the Company is to reduce its capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the <u>shareholders' general meeting of the Company's resolution for reduction of capital and shall publish an announcement in newspaper or the National Enterprise Credit Information Publication System</u> within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p><u>When the Company reduces its registered capital, it shall reduce its shares in proportion to the shares held by its shareholders, unless otherwise provided for in the Articles of Association. The registered capital of the Company after reduction shall not be less than the statutory minimum.</u> Any reduction in the registered capital of the Company shall be registered with the Company's registration authorities as stipulated by laws.</p>

No.	Before amendments	After amendments
11	<p data-bbox="352 255 491 286">Article 36.</p> <p data-bbox="352 320 879 483">The Company may, in the following circumstances, acquire its own shares in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association:</p> <ol data-bbox="352 510 879 1279" style="list-style-type: none"> <li data-bbox="352 510 687 542">(1) Reducing its capital;</li> <li data-bbox="352 575 879 640">(2) Merging with another company that holds shares in the Company;</li> <li data-bbox="352 674 879 768">(3) Granting shares for employee ownership plan or share option incentives;</li> <li data-bbox="352 801 879 994">(4) Repurchasing of shares made upon the request of its shareholders who disagree with resolutions passed at a general meeting in connection with a merger or division of the Company;</li> <li data-bbox="352 1028 879 1122">(5) To use the shares for conversion into convertible corporate bonds issued by listed companies;</li> <li data-bbox="352 1155 879 1279">(6) Being deemed necessary by listed companies for the protection of the company's value and shareholders' interests.</li> </ol> <p data-bbox="352 1328 416 1350">.....</p>	<p data-bbox="901 255 1040 286">Article 36.</p> <p data-bbox="901 320 1428 555"><del>The Company may, in the following circumstances, shall not acquire its own shares in accordance with laws, administrative regulations, departmental rules and the provisions of the Articles of Association</del> <u>except in one of the following cases:</u></p> <ol data-bbox="901 589 1428 1384" style="list-style-type: none"> <li data-bbox="901 589 1364 620">(1) Reducing its <u>registered</u> capital;</li> <li data-bbox="901 654 1428 719">(2) Merging with another company that holds shares in the Company;</li> <li data-bbox="901 752 1428 846">(3) Granting shares for employee ownership plan or share option incentives;</li> <li data-bbox="901 880 1428 1072">(4) Repurchasing of shares made upon the request of its shareholders who disagree with resolutions passed at a general meeting in connection with a merger or division of the Company;</li> <li data-bbox="901 1106 1428 1209">(5) To use the shares for conversion into convertible corporate bonds issued by <del>listed</del> companies;</li> <li data-bbox="901 1243 1428 1384">(6) Being deemed necessary by <del>listed</del> companies for the protection of the company's value and shareholders' interests.</li> </ol> <p data-bbox="901 1433 965 1456">.....</p>

No.	Before amendments	After amendments
12	<p data-bbox="352 255 491 286">Article 40.</p> <p data-bbox="352 327 879 495">Unless the Company has already entered the liquidation stage, it shall comply with the following provisions when repurchasing its issued and outstanding shares:</p> <p data-bbox="352 535 879 808">(1) Where the Company repurchases shares at their par value, payment shall be made out of the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for the purpose of repurchasing the original shares;</p> <p data-bbox="352 848 879 1256">(2) Where the Company repurchases shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share issue made to repurchase the old shares. The portion in excess of the par value shall be handled according to the following methods:</p> <p data-bbox="432 1296 879 1464">(i) Where the shares repurchased were issued at their par value, the amount shall be deducted from the book balance of distributable profit;</p>	<p data-bbox="901 255 1040 286"><del>Article 40.</del></p> <p data-bbox="901 327 1428 495"><del>Unless the Company has already entered the liquidation stage, it shall comply with the following provisions when repurchasing its issued and outstanding shares:</del></p> <p data-bbox="901 535 1428 808"><del>(1) Where the Company repurchases shares at their par value, payment shall be made out of the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for the purpose of repurchasing the original shares;</del></p> <p data-bbox="901 848 1428 1223"><del>(2) Where the Company repurchases shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share issue made to repurchase the old shares. The portion in excess of the par value shall be handled according to the following methods:</del></p> <p data-bbox="981 1263 1428 1431"><del>(i) Where the shares repurchased were issued at their par value, the amount shall be deducted from the book balance of distributable profit;</del></p>



No.	Before amendments	After amendments
	<p>(ii) Where the shares repurchased are issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share issue for the purpose of repurchasing the old shares; however, the amount deducted from the proceeds of the fresh share issue may neither exceed the total premium obtained at the time of issuance of the old shares nor exceed the amount in the Company's premium account (or capital common reserve amount) (including the premiums from the fresh share issue) at the time of repurchasing;</p> <p>(3) The sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits:</p> <p>(i) Acquisition of the right to repurchase its own shares;</p> <p>(ii) Modification of any contract for the repurchase of its own shares;</p> <p>(iii) Release from any of its obligations under the repurchase contract.</p> <p>(4) After the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to purchase shares at the par value of the bought back shares shall be included in the Company's premium account (or capital common reserve account).</p>	<p><del>(ii) Where the shares repurchased are issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share issue for the purpose of repurchasing the old shares; however, the amount deducted from the proceeds of the fresh share issue may neither exceed the total premium obtained at the time of issuance of the old shares nor exceed the amount in the Company's premium account (or capital common reserve amount) (including the premiums from the fresh share issue) at the time of repurchasing;</del></p> <p><del>(3) The sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits:</del></p> <p><del>(i) Acquisition of the right to repurchase its own shares;</del></p> <p><del>(ii) Modification of any contract for the repurchase of its own shares;</del></p> <p><del>(iii) Release from any of its obligations under the repurchase contract.</del></p> <p><del>(4) After the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to purchase shares at the par value of the bought back shares shall be included in the Company's premium account (or capital common reserve account).</del></p>

No.	Before amendments	After amendments
13	<p data-bbox="352 255 491 286">Article 45.</p> <p data-bbox="352 327 879 909">The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior officers of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior officers. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The share certificates shall only be sealed with the Company's seal under the authorization of the Board of Directors. The signature of the Chairman of the Board or of other senior officers on the share certificates may also be in printed form.</p>	<p data-bbox="901 255 1040 286"><del>Article 45.</del></p> <p data-bbox="901 327 1428 909"><del>The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior officers of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior officers. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The share certificates shall only be sealed with the Company's seal under the authorization of the Board of Directors. The signature of the Chairman of the Board or of other senior officers on the share certificates may also be in printed form.</del></p>

No.	Before amendments	After amendments
14	<p data-bbox="355 257 491 291">Article 46.</p> <p data-bbox="355 331 874 705">Shares of the Company can be transferred in accordance with laws. The shares of the Company held by the promoters cannot be transferred within one year since the incorporation of the Company. The promoters' shares issued prior to the domestic initial public offering of shares of the Company are not transferable within one year from the date of listing and trading of the Company's shares on a domestic stock exchange.</p> <p data-bbox="355 745 874 1328">The Directors, supervisors, general managers and other Senior Management of the Company shall report to the Company the number of the Company's shares held by them and any changes thereof. No more than 25% of the total number of shares of the Company held by them shall be transferred each year during their term of office. Shares of the company held by the aforesaid staff are not transferable within one year from the date of listing of the Company's shares on a domestic stock exchange. Shares of the Company held by them are not transferable within the first half year of their cessation of employment with the Company.</p>	<p data-bbox="901 257 1066 291">Article <del>46</del><u>44</u>.</p> <p data-bbox="901 331 1433 1019"><del>Shares of the Company can be transferred in accordance with laws. The shares of the Company held by the promoters cannot be transferred within one year since the incorporation of the Company. The promoters' shares issued prior to the domestic initial public offering of shares of the Company are not transferable within one year from the date of listing and trading of the Company's shares on a domestic stock exchange. Domestic shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited. Foreign shares issued by the Company that are listed overseas are mainly deposited with the securities depository and clearing corporation in Hong Kong, and may also be held by shareholders in their personal names.</del></p> <p data-bbox="901 1059 1433 1641">The Directors, supervisors, general managers and other Senior Management of the Company shall report to the Company the number of the Company's shares held by them and any changes thereof. No more than 25% of the total number of shares <u>of the same class</u> of the Company held by them shall be transferred each year during their term of office. Shares of the company held by the aforesaid staff are not transferable within one year from the date of listing of the Company's shares on a domestic stock exchange. Shares of the Company held by them are not transferable within the first half year of their cessation of employment with the Company.</p>

No.	Before amendments	After amendments
15	<p>Article 48.</p> <p>The Company shall keep a register of members, in which the following particulars shall be recorded:</p> <ol style="list-style-type: none"> <li>(1) The name (title) and address (residence), the occupation or nature of each shareholder;</li> <li>(2) The class and number of shares held by each shareholder;</li> <li>(3) The amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</li> <li>(4) The serial numbers of the shares held by each shareholder;</li> <li>(5) The date on which each shareholder is registered as a shareholder;</li> <li>(6) The date on which each shareholder ceases to be a shareholder.</li> </ol> <p>The register of members shall be sufficient evidence of the holding of Company's shares by a shareholder, unless there is evidence to the contrary.</p>	<p>Article 4<u>6</u>8.</p> <p>The Company shall <del>keep a register of members, in which the following particulars shall be recorded:</del><u>keep a register of members on the basis of certificates provided by the securities registrar.</u></p> <ol style="list-style-type: none"> <li><del>(1) The name (title) and address (residence), the occupation or nature of each shareholder;</del></li> <li><del>(2) The class and number of shares held by each shareholder;</del></li> <li><del>(3) The amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</del></li> <li><del>(4) The serial numbers of the shares held by each shareholder;</del></li> <li><del>(5) The date on which each shareholder is registered as a shareholder;</del></li> <li><del>(6) The date on which each shareholder ceases to be a shareholder.</del></li> </ol> <p>The register of members shall be sufficient evidence of the holding of Company's shares by a shareholder, <del>unless there is evidence to the contrary.</del></p>

No.	Before amendments	After amendments
	<p data-bbox="355 257 488 286">Article 49.</p> <p data-bbox="355 331 877 772">The Company may, pursuant to a mutual understanding or agreements reached between the State Council authorities in charge of securities and overseas securities regulatory organizations, maintain the register of members for holders of overseas-listed foreign-invested shares and appoint overseas agent(s) to manage such register of members. The original register of holders of overseas-listed foreign-invested shares listed in Hong Kong shall be maintained in Hong Kong.</p> <p data-bbox="355 813 877 1086">The Company shall keep at its residence a duplicate of the register of holders of foreign-invested shares listed outside Mainland China. The appointed agent outside Mainland China shall ensure that the register of holders of foreign-invested shares listed outside Mainland China and its duplicate are consistent at all times.</p> <p data-bbox="355 1126 877 1261">When the original and duplicate of the register of holders of foreign-invested shares listed outside Mainland China are inconsistent, the original shall prevail.</p>	<p data-bbox="904 257 1037 286"><del>Article 49.</del></p> <p data-bbox="904 331 1426 846"><del>The Company may, pursuant to a mutual understanding or agreements reached between the State Council authorities in charge of securities and overseas securities regulatory organizations, maintain the register of members for holders of overseas-listed foreign-invested shares and appoint overseas agent(s) to manage such register of members. The original register of holders of overseas-listed foreign-invested shares listed in Hong Kong shall be maintained in Hong Kong.</del> <u>The Company's register of members must be available for inspection by shareholders during office hours.</u></p> <p data-bbox="904 887 1426 1160"><del>The Company shall keep at its residence a duplicate of the register of holders of foreign-invested shares listed outside Mainland China. The appointed agent outside Mainland China shall ensure that the register of holders of foreign-invested shares listed outside Mainland China and its duplicate are consistent at all times.</del></p> <p data-bbox="904 1200 1426 1335"><del>When the original and duplicate of the register of holders of foreign-invested shares listed outside Mainland China are inconsistent, the original shall prevail.</del></p>

No.	Before amendments	After amendments
	<p data-bbox="352 257 491 286">Article 50.</p> <p data-bbox="352 327 879 394">The Company shall keep a complete register of members.</p> <p data-bbox="352 434 879 501">The register of members shall include the following parts:</p> <p data-bbox="352 542 879 743">(1) The register of members which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article);</p> <p data-bbox="352 784 879 985">(2) The register(s) of holders of foreign-invested shares listed outside Mainland China kept in the place(s) of the stock exchange(s) outside Mainland China where the shares are listed; and</p> <p data-bbox="352 1025 879 1227">(3) The register of members which is maintained in such other place as the Board of Directors may consider necessary for the purposes of the listing of the Company's shares.</p>	<p data-bbox="901 257 1040 286"><del>Article 50.</del></p> <p data-bbox="901 327 1428 394"><del>The Company shall keep a complete register of members.</del></p> <p data-bbox="901 434 1428 501"><del>The register of members shall include the following parts:</del></p> <p data-bbox="901 542 1428 743"><del>(1) The register of members which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article);</del></p> <p data-bbox="901 784 1428 985"><del>(2) The register(s) of holders of foreign-invested shares listed outside Mainland China kept in the place(s) of the stock exchange(s) outside Mainland China where the shares are listed; and</del></p> <p data-bbox="901 1025 1428 1541"><del>(3) The register of members which is maintained in such other place as the Board of Directors may consider necessary for the purposes of the listing of the Company's shares.</del> <u>However, the Company may close the register of members on terms equivalent to section 632 of the Hong Kong Companies Ordinance (i.e. a resolution by the directors for a total period not exceeding in the whole 30 days in each year, or an extension of up to 30 days by an ordinary resolution) to suspend shareholder registration procedures.</u></p>

No.	Before amendments	After amendments
	<p data-bbox="355 257 491 291">Article 51.</p> <p data-bbox="355 331 877 568">The various parts of the register of members shall not overlap one another. The transfer of shares registered in a certain part of the register of members shall not, during the continuance of the registration of such shares, be registered in any other part of the register.</p> <p data-bbox="355 607 877 741">Changes and corrections to each part of the register of members shall be made in accordance with the laws of the places where each part is kept.</p> <p data-bbox="355 779 491 813">Article 52.</p> <p data-bbox="355 853 877 1361">(1) All overseas-listed foreign-invested shares listed in Hong Kong shall be transferred by an instrument in writing in any usual or common form or any other form which the Board of Directors may approve. The instrument of transfer may only be signed by hand or signed in printed mechanical form, without the Company's seal. All the instruments of transfer shall be maintained in the legal address of the Company or the address the Board of Directors may designate from time to time.</p> <p data-bbox="355 1400 877 1809">(2) All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with the Articles of Association. However, unless such transfer complies with the following requirements, the Board of Directors may refuse to recognize any instrument of transfer and would not need to provide any reason therefore:</p>	<p data-bbox="904 257 1024 291"><del>Article 51</del></p> <p data-bbox="904 331 1426 568"><del>The various parts of the register of members shall not overlap one another. The transfer of shares registered in a certain part of the register of members shall not, during the continuance of the registration of such shares, be registered in any other part of the register.</del></p> <p data-bbox="904 607 1426 741"><del>Changes and corrections to each part of the register of members shall be made in accordance with the laws of the places where each part is kept.</del></p> <p data-bbox="904 779 1040 813"><del>Article 52.</del></p> <p data-bbox="904 853 1426 1361"><del>(1) All overseas-listed foreign-invested shares listed in Hong Kong shall be transferred by an instrument in writing in any usual or common form or any other form which the Board of Directors may approve. The instrument of transfer may only be signed by hand or signed in printed mechanical form, without the Company's seal. All the instruments of transfer shall be maintained in the legal address of the Company or the address the Board of Directors may designate from time to time.</del></p> <p data-bbox="904 1400 1426 1809"><del>(2) All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with the Articles of Association. However, unless such transfer complies with the following requirements, the Board of Directors may refuse to recognize any instrument of transfer and would not need to provide any reason therefore:</del></p>

No.	Before amendments	After amendments
	<p>(i) A fee of HK\$2.50 or such amount as stipulated from time to time agreed by The Stock Exchange of Hong Kong Limited has been paid to the Company for registration of instrument of transfer and other documents relating to or which will affect the right of ownership of the shares;</p> <p>(ii) The instrument of transfer only relates to overseas-listed foreign-investment shares listed in Hong Kong;</p> <p>(iii) The stamp duty which is chargeable on the instrument of transfer has already been paid;</p> <p>(iv) The relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(v) If the shares are transferred to joint holders, the number of joint holders shall not exceed four (4); and</p> <p>(vi) The Company does not have any lien on the relevant shares.</p> <p>(3) No shares shall be transferred to minors or mentally unsound persons or other persons who are legally recognized as incapacitated.</p>	<p><del>(i) A fee of HK\$2.50 or such amount as stipulated from time to time agreed by The Stock Exchange of Hong Kong Limited has been paid to the Company for registration of instrument of transfer and other documents relating to or which will affect the right of ownership of the shares;</del></p> <p><del>(ii) The instrument of transfer only relates to overseas-listed foreign-investment shares listed in Hong Kong;</del></p> <p><del>(iii) The stamp duty which is chargeable on the instrument of transfer has already been paid;</del></p> <p><del>(iv) The relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</del></p> <p><del>(v) If the shares are transferred to joint holders, the number of joint holders shall not exceed four (4); and</del></p> <p><del>(vi) The Company does not have any lien on the relevant shares.</del></p> <p><del>(3) No shares shall be transferred to minors or mentally unsound persons or other persons who are legally recognized as incapacitated.</del></p>



No.	Before amendments	After amendments
16	<p>Article 54.</p> <p>When the Company is to convene a shareholders' general meeting, distribute dividends, conducts liquidation or to carry out other acts requiring confirming of shareholdings, the Board of Directors shall decide a date for determination of shareholdings. Shareholders whose names appear on the register at the end of that day shall be the shareholders of the Company.</p>	<p>Article 54<del>4</del>8.</p> <p>When the Company is to convene a shareholders' general meeting, distributes dividends, conducts liquidation or to carry out other acts requiring <u>confirmation of shareholdings—the identity of a shareholder</u>, the Board of Directors <u>or the convenor of the shareholders' general meeting determines the share registration date</u>; and <u>shareholders registered after the close of business on the share registration date shall be the shareholders entitled to the relevant rights and interests.</u> <del>shall decide a date for determination of shareholdings. Shareholders whose names appear on the register at the end of that day shall be the shareholders of the Company.</del></p>
17	<p>Article 55.</p> <p>Any person that challenges the register of members and requires his name to be entered into or removed from the register may apply to a court of competent jurisdiction for rectification of the register.</p>	<p>Article 55.</p> <p><del>Any person that challenges the register of members and requires his name to be entered into or removed from the register may apply to a court of competent jurisdiction for rectification of the register.</del></p>
18	<p>Article 56.</p> <p>Any person who is a registered shareholder or who claims to be entitled to have his name entered in the register of members in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").</p> <p>Applications for the replacement of share certificates from holders of domestic shares, who have lost their certificates, shall be dealt with in accordance with Article 143 of the Company Law.</p>	<p>Article 56.</p> <p><del>Any person who is a registered shareholder or who claims to be entitled to have his name entered in the register of members in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").</del></p> <p><del>Applications for the replacement of share certificates from holders of domestic shares, who have lost their certificates, shall be dealt with in accordance with Article 143 of the Company Law.</del></p>

No.	Before amendments	After amendments
	<p>Applications for the replacement of share certificates from holders of overseas-listed foreign-invested shares, who have lost their certificates may be dealt with in accordance with the laws, stock exchange regulations and other relevant regulations of the place where the original register of holders of overseas-listed foreign-invested shares is kept.</p> <p>Where holders of overseas-listed foreign-invested shares of a Company, shares of which are listed in Hong Kong, apply for replacement of their certificates after losing their certificates, such replacement shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarized certificate or a statutory declaration. The notarized certificate or statutory declaration shall include the following information:</p> <p>(i) The applicant's reason for the application, the circumstances and proof of the loss of the share certificate; and</p> <p>(ii) A declaration showing that no other person is entitled to have his/her/its name entered in the register of members in respect of the Relevant Shares.</p>	<p><del>Applications for the replacement of share certificates from holders of overseas-listed foreign-invested shares, who have lost their certificates may be dealt with in accordance with the laws, stock exchange regulations and other relevant regulations of the place where the original register of holders of overseas-listed foreign-invested shares is kept.</del></p> <p><del>Where holders of overseas-listed foreign-invested shares of a Company, shares of which are listed in Hong Kong, apply for replacement of their certificates after losing their certificates, such replacement shall comply with the following requirements:</del></p> <p><del>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarized certificate or a statutory declaration. The notarized certificate or statutory declaration shall include the following information:</del></p> <p><del>(i) The applicant's reason for the application, the circumstances and proof of the loss of the share certificate; and</del></p> <p><del>(ii) A declaration showing that no other person is entitled to have his/her/its name entered in the register of members in respect of the Relevant Shares.</del></p>

No.	Before amendments	After amendments
	<p>(2) The Company has not received any declaration requiring registration as a shareholder in respect of such shares from any person other than the applicant before it decides to issue a replacement share certificate.</p> <p>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the Board of Directors.</p> <p>(4) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with publication after having received a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange. The Company shall display the public announcement in the stock exchange for a period of 90 days.</p> <p>(5) If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish.</p>	<p><del>(2) The Company has not received any declaration requiring registration as a shareholder in respect of such shares from any person other than the applicant before it decides to issue a replacement share certificate.</del></p> <p><del>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the Board of Directors.</del></p> <p><del>(4) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with publication after having received a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange. The Company shall display the public announcement in the stock exchange for a period of 90 days.</del></p> <p><del>(5) If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish.</del></p>

No.	Before amendments	After amendments
	<p>(6) If, by the expiration of the 90-day period provided for in Items (3) and (4) hereof, the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant.</p> <p>(7) When the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of members.</p> <p>(8) All expenses relating to the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable guarantee.</p> <p>(9) The newspapers where the notice of issuing a replacement share certificate is published, as mentioned in Item 3 of this Article, shall include at least one Hong Kong newspaper in Chinese and one Hong Kong newspaper in English.</p>	<p><del>(6) If, by the expiration of the 90-day period provided for in Items (3) and (4) hereof, the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant.</del></p> <p><del>(7) When the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of members.</del></p> <p><del>(8) All expenses relating to the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable guarantee.</del></p> <p><del>(9) The newspapers where the notice of issuing a replacement share certificate is published, as mentioned in Item 3 of this Article, shall include at least one Hong Kong newspaper in Chinese and one Hong Kong newspaper in English.</del></p>
19	<p>Article 57.</p> <p>After the Company has issued a replacement share certificate in accordance with its Articles of Association, it shall not delete from the register of members the name of a bona fide purchaser of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he is a bona fide purchaser).</p>	<p><del>Article 57.</del></p> <p><del>After the Company has issued a replacement share certificate in accordance with its Articles of Association, it shall not delete from the register of members the name of a bona fide purchaser of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he is a bona fide purchaser).</del></p>

No.	Before amendments	After amendments
20	<p>Article 58.</p> <p>The Company shall not be liable for any damages suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.</p>	<p><del>Article 58.</del></p> <p><del>The Company shall not be liable for any damages suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.</del></p>
21	<p>Article 59.</p> <p>A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of members.</p> <p>Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them. Holders of shares of the same class shall enjoy equal rights.</p>	<p>Article <del>59</del><u>49</u>.</p> <p>A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of members.</p> <p>Shareholders shall enjoy rights and assume obligations according to the class and number of shares held by them. Holders of shares of the same class shall <u>enjoy equal rights and assume equal obligations.</u></p>
22	<p>Article 61.</p> <p>.....</p> <p>(5) The right to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Company's Articles of Association, including:</p> <p>(i) Obtaining a copy of the Articles of Association upon the payment of a charge to cover costs;</p> <p>(ii) Being entitled to view and make a copy, after payment of reasonable charges, of:</p> <p>(A) The register of members of any parts;</p>	<p>Article <del>61</del><u>51</u>.</p> <p>.....</p> <p>(5) <u>Review and copy the Company's Articles of Association, members' register, bond stubs of the Company, minutes of shareholders' meetings, board resolutions, supervisory committee resolutions and financial accounting reports;</u> <del>The right to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Company's Articles of Association, including:</del></p> <p>(i) <del>Obtaining a copy of the Articles of Association upon the payment of a charge to cover costs;</del></p> <p>(ii) <del>Being entitled to view and make a copy, after payment of reasonable charges, of:</del></p> <p>(A) <del>The register of members of any parts;</del></p>

No.	Before amendments	After amendments
	<p>(B) Personal information of the Directors, supervisors, manager and other senior officers of the Company, including:</p> <p>a. Current and previous names and aliases;</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 documents and their numbers;</p> <p>(C) The status of the Company' share capital;</p> <p>(D) Reports of the aggregate par value, number of shares, and highest and lowest prices of each class of shares repurchased by the Company since the last financial year as well as all the expenses paid by the Company therefore;</p>	<p><del>(B) Personal information of the Directors, supervisors, manager and other senior officers of the Company, including:</del></p> <p><del>a. Current and previous names and aliases;</del></p> <p><del>b. Principal address (place of residence);</del></p> <p><del>c. Nationality;</del></p> <p><del>d. Primary and all other part-time occupations and duties;</del></p> <p><del>e. Identification documents and their numbers;</del></p> <p><del>(C) The status of the Company' share capital;</del></p> <p><del>(D) Reports of the aggregate par value, number of shares, and highest and lowest prices of each class of shares repurchased by the Company since the last financial year as well as all the expenses paid by the Company therefore;</del></p>

No.	Before amendments	After amendments
	<p>(E) The minutes of shareholders' meetings;</p> <p>(F) Resolutions of the meeting of the Board of Directors, and resolutions of the meeting of the supervisory committee;</p> <p>(G) Counterfoils of bonds and financial reports of the Company.</p> <p>.....</p> <p>(8) With respect to shareholders who vote against any resolution adopted at general meeting on merger or division of the Company, the right to demand the Company to acquire the shares held by them; and</p> <p>(9) Other rights conferred by laws, administrative regulations and the Company's Articles of Association.</p>	<p><del>(E) The minutes of shareholders' meetings;</del></p> <p><del>(F) Resolutions of the meeting of the Board of Directors, and resolutions of the meeting of the supervisory committee;</del></p> <p><del>(G) Counterfoils of bonds and financial reports of the Company.</del></p> <p>.....</p> <p>(8) With respect to shareholders who vote against <u>any resolutions adopted at general meeting on transfer of the merger or division of the Company's major assets</u>, the right to demand the Company to acquire the shares held by them; and</p> <p>(9) Other rights conferred by laws, administrative regulations and the Company's Articles of Association.</p>
23	<p>Article 62.</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned in clause (5) in the preceding Article shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. After confirming the shareholders' identity, the Company shall provide such information according to the shareholders' request.</p>	<p>Article <u>5</u>62.</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned <del>in clause (5)</del> in the preceding Article shall provide to the Company written documents evidencing the class and number of shares of the Company they hold. After confirming the shareholders' identity, the Company shall provide such information according to the shareholders' request.</p>



No.	Before amendments	After amendments
24	<p>Article 63.</p> <p>If a resolution of the Company’s general meeting or Board meeting violates the laws or administrative regulations, the shareholders shall have the right to submit a petition to the People’s Court to hold the same as invalid.</p> <p>If the procedures for convening a meeting of, or the method of voting at, a general meeting or Board meeting violate the laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders shall be entitled to submit a petition to the People’s Court to rescind such resolutions within 60 days from the date on which such resolution is adopted.</p> <p>.....</p>	<p>Article <u>5</u>63.</p> <p>If a resolution of the Company’s general meeting or Board meeting violates the laws or administrative regulations, <del>the shareholders shall have the right to submit a petition to the People’s Court to hold the same as</del><u>are</u> invalid.</p> <p>If the procedures for convening a meeting of, or the method of voting at, a general meeting or Board meeting violate the laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders <del>shall be entitled to</del><u>may</u> submit a petition to the People’s Court to rescind such resolutions within 60 days from the date on which such resolution is adopted. <u>However, minor defects in the procedures for convening the shareholders’ meeting or the Board meeting or in the manner of voting, which do not materially affect the resolution, are excluded.</u></p> <p>.....</p>
25	<p>Article 70.</p> <p>In addition to obligations imposed by laws, administrative regulations or the Listing Rules, controlling shareholders may not, in the exercise of their shareholders’ powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p> <ol style="list-style-type: none"> <li data-bbox="357 1525 874 1653">(1) Removing a Director or supervisor of the responsibility who act honestly in the best interest of the Company;</li> <li data-bbox="357 1682 874 1910">(2) Approving a Director or supervisor (for his own or another person’s benefit) of expropriating the Company of its assets in any way, including (but not limited to) any opportunities that are favorable to the Company; or</li> </ol>	<p><del>Article 70.</del></p> <p><del>In addition to obligations imposed by laws, administrative regulations or the Listing Rules, controlling shareholders may not, in the exercise of their shareholders’ powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</del></p> <ol style="list-style-type: none"> <li data-bbox="906 1525 1423 1653">(1) <del>Removing a Director or supervisor of the responsibility who act honestly in the best interest of the Company;</del></li> <li data-bbox="906 1682 1423 1910">(2) <del>Approving a Director or supervisor (for his own or another person’s benefit) of expropriating the Company of its assets in any way, including (but not limited to) any opportunities that are favorable to the Company; or</del></li> </ol>



No.	Before amendments	After amendments
	<p>(3) Approving a Director or supervisor (for his own or another person's benefit) of expropriating other shareholders of their rights or interests, including (but not limited to) rights to distributions and voting rights, unless pursuant to a restructuring of the Company submitted to and adopted by the shareholders' general meeting in accordance with the Articles of Association.</p>	<p><del>(3) Approving a Director or supervisor (for his own or another person's benefit) of expropriating other shareholders of their rights or interests, including (but not limited to) rights to distributions and voting rights, unless pursuant to a restructuring of the Company submitted to and adopted by the shareholders' general meeting in accordance with the Articles of Association.</del></p>
26	<p>Article 71.</p> <p>For the purposes of the preceding Article, the term "controlling shareholder" shall refer to a person who meets any of the following conditions:</p> <p>(1) A person who, acting alone or in concert with others, has the power to elect more than half of the 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; or</p> <p>(4) A person who, acting alone or in concert with others, actually controls the Company in any other manner.</p>	<p><del>Article 71.</del></p> <p><del>For the purposes of the preceding Article, the term "controlling shareholder" shall refer to a person who meets any of the following conditions:</del></p> <p><del>(1) A person who, acting alone or in concert with others, has the power to elect more than half of the Directors;</del></p> <p><del>(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;</del></p> <p><del>(3) A person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company; or</del></p> <p><del>(4) A person who, acting alone or in concert with others, actually controls the Company in any other manner.</del></p>

No.	Before amendments	After amendments
27	<p>Article 73.</p> <p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) To decide on the business policies and investment plans of the Company;</p> <p>(2) To elect and replace Directors and decide on matters concerning the remuneration of Directors;</p> <p>.....</p> <p>(6) To examine and approve the Company's annual financial budget and final account proposals;</p> <p>.....</p> <p>(13) To examine proposals raised by the shareholders individually or jointly holding more than 3% of the Company's shares;</p> <p>.....</p> <p>(18) Other matters that the laws, administrative regulations, the listing rules of the stock exchanges where the Company's shares are listed and the Articles of Association require to be resolved by the general meeting.</p>	<p>Article <del>73</del><u>61</u>.</p> <p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p><del>(1) To decide on the business policies and investment plans of the Company;</del></p> <p>(<del>12</del>) To elect and replace Directors and decide on matters concerning the remuneration of Directors;</p> <p>.....</p> <p><del>(6) To examine and approve the Company's annual financial budget and final account proposals;</del></p> <p>.....</p> <p>(<del>13</del>) To examine proposals raised by the shareholders individually or jointly holding more than <u>13</u>% of the Company's shares;</p> <p>.....</p> <p>(<del>18</del>) Other matters that the laws, administrative regulations, the listing rules of the stock exchanges where the Company's shares are listed and the Articles of Association require to be resolved by the general meeting.</p> <p><u>The shareholders' general meeting may authorise the Board of Directors to resolve on the issuance of corporate bonds</u></p>

No.	Before amendments	After amendments
28	<p>Article 77.</p> <p>The Board of Directors shall convene an extraordinary general meeting within two months after the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>(1) The number of Directors is less than the number prescribed in the Company Law or less than two-thirds prescribed in the Articles of Association;</li> <li>(2) Where the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</li> <li>(3) Shareholder(s) solely or jointly holding 10 percent or more of the Company's voting shares require(s) in writing;</li> <li>(4) The Board of Directors considers that there is a need;</li> <li>(5) When proposed by the Supervisory Committee; or</li> <li>(6) Other circumstances prescribed by the laws, regulations or the Articles of Association.</li> </ol>	<p>Article <del>77</del><u>65</u>.</p> <p>The Board of Directors shall convene an extraordinary general meeting within two months after the occurrence of any of the following events:</p> <ol style="list-style-type: none"> <li>(1) The number of Directors is less than the number prescribed in the Company Law or <del>less than</del> two-thirds prescribed in the Articles of Association;</li> <li>(2) Where the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</li> <li>(3) Shareholder(s) solely or jointly holding 10 percent or more of the Company's <del>voting</del> shares require(s) <del>in writing</del>;</li> <li>(4) The Board of Directors considers that there is a need;</li> <li>(5) When proposed by the Supervisory Committee; or</li> <li>(6) Other circumstances prescribed by the laws, regulations or the Articles of Association.</li> </ol>
29	<p>Article 78.</p> <p>In the event of holding a general meeting, the Company shall appoint a legal advisor to provide legal opinion on the following issues and make an announcement:</p> <ol style="list-style-type: none"> <li>(1) Whether the convening and holding of a meeting comply with the laws, administrative regulations and the Articles of Association;</li> </ol> <p>.....</p>	<p>Article <del>78</del><u>66</u>.</p> <p>In the event of holding a general meeting, the Company shall appoint a legal advisor to provide legal opinion on the following issues and make an announcement:</p> <ol style="list-style-type: none"> <li>(1) Whether the convening and holding of a meeting comply with the laws, administrative regulations, <u>Rules for General Meetings of Shareholders of Listed Companies</u> and the Articles of Association;</li> </ol> <p>.....</p>

No.	Before amendments	After amendments
30	<p>Article 79.</p> <p>When the Company is to hold an annual general meeting, it shall issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association twenty (20) working days prior to the annual general meeting informing all the shareholders of the time, the place and the matters to be considered at the meeting. For the extraordinary general meeting, the Company shall, fifteen (15) days or ten (10) working days (whichever is later) prior to the convening of the meeting, issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association informing all the shareholders of the time, the place and the matters to be considered at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the prescribed time as specified in the notice of the general meeting.</p>	<p>Article <del>79</del><u>67</u>.</p> <p>When the Company is to hold an annual general meeting, it shall issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association twenty (20) working days prior to the annual general meeting informing all the shareholders of the time, the place and the matters to be considered at the meeting. For the extraordinary general meeting, the Company shall, fifteen (15) days or ten (10) working days (whichever is later) prior to the convening of the meeting, issue a notice by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association informing all the shareholders of the time, the place and the matters to be considered at the meeting. <del>A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the prescribed time as specified in the notice of the general meeting.</del></p>

No.	Before amendments	After amendments
31	<p data-bbox="355 257 491 293">Article 81.</p> <p data-bbox="355 331 879 568">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="355 607 879 949">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="355 987 879 1189">Save and except for the circumstances referred to in the preceding paragraphs, after the Board issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p>	<p data-bbox="904 257 1066 293">Article <del>81</del><u>69</u>.</p> <p data-bbox="904 331 1428 533">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than <del>3%</del><u>31%</u> of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="904 571 1428 1220"><u>Shareholders individually or jointly holding more than 31% of the Company's shares may raise a provisional proposal and submit to the Board-convenor in writing 10 days prior to the date of the general meeting. The Board-convenor shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals to announce the names of the shareholders who have submitted the provisional proposals, their shareholding ratio and the contents of the additional provisional proposals, except where the provisional proposals are in violation of the laws, administrative regulations or the Articles of Association or do not fall within the terms of reference of the shareholders' meeting.</u></p> <p data-bbox="904 1258 1428 1496">Save and except for the circumstances referred to in the preceding paragraphs, after the <del>Board-convenor</del> issues the notice of a general meeting, no change shall be made to the proposals stated in the <u>general meeting</u> notice and no new proposals shall be added.</p>

No.	Before amendments	After amendments
	<p>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</p> <p>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</p>	<p><del>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</del></p> <p><del>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</del></p>

No.	Before amendments	After amendments
32	<p data-bbox="355 253 488 286">Article 85.</p> <p data-bbox="355 320 874 383">The notice of a general meeting shall meet the following requirements:</p> <ol data-bbox="355 416 874 1850" style="list-style-type: none"> <li data-bbox="355 416 874 539">(1) The notice shall be issued by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association;</li> <li data-bbox="355 573 874 636">(2) It shall specify the place, date and time of the meeting;</li> <li data-bbox="355 669 874 732">(3) Set out the matters and proposals to be considered at the meeting;</li> <li data-bbox="355 766 874 1240">(4) It shall provide to the shareholders the information and explanation necessary for them to make a sensible decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, repurchasing of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;</li> <li data-bbox="355 1274 874 1720">(5) Where any Director, supervisor, general manager or other senior officers have a material interest in respect of the matter to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such Director, supervisor, manager or other senior officers who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</li> <li data-bbox="355 1753 874 1850">(6) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</li> </ol> <p data-bbox="355 1888 416 1910">.....</p>	<p data-bbox="904 253 1066 286">Article <del>85</del><u>73</u>.</p> <p data-bbox="904 320 1434 383">The notice of a general meeting shall meet the following requirements:</p> <ol data-bbox="904 416 1434 1850" style="list-style-type: none"> <li data-bbox="904 416 1434 539">(1) The notice shall be issued by means of a public announcement or other means (if necessary) as prescribed in the Articles of Association;</li> <li data-bbox="904 573 1434 636">(2) It shall specify the place, <del>date and</del> <u>time and term</u> of the meeting;</li> <li data-bbox="904 669 1434 732">(3) Set out the matters and proposals to be considered at the meeting;</li> <li data-bbox="904 766 1434 1240"><del>(4) It shall provide to the shareholders the information and explanation necessary for them to make a sensible decision on the matters to be discussed. This principle shall apply (but not limit) when the Company proposes a merger, repurchasing of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;</del></li> <li data-bbox="904 1274 1434 1720"><del>(5) Where any Director, supervisor, general manager or other senior officers have a material interest in respect of the matter to be discussed, then the nature and extent of that interest shall be disclosed; where the impact of the matters to be discussed on such Director, supervisor, manager or other senior officers who are shareholders is different from the impact on other shareholders of the same type, then that difference shall be illustrated;</del></li> <li data-bbox="904 1753 1434 1850"><del>(6) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</del></li> </ol> <p data-bbox="904 1888 965 1910">.....</p>

No.	Before amendments	After amendments
33	<p>Article 100.</p> <p>When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article 132 in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p>However, during the voting, any privileges or restrictions attached to the voting rights of any class of shares shall be complied with.</p> <p>.....</p>	<p>Article <del>100</del><u>88</u>.</p> <p>When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of shares with voting rights held by them. Save for the provisions of Article <del>132</del><u>119</u> in the Articles of Association concerning the adoption of a cumulative voting system for election of the Directors, each share carries one vote. The shares held by the Company itself do not attach any voting right, and such shares shall not be counted as part of the total shares with voting rights of those shareholders who attend the meeting.</p> <p><del>However, during the voting, any privileges or restrictions attached to the voting rights of any class of shares shall be complied with.</del></p> <p>.....</p>
34	<p>Article 101.</p> <p>When a poll is adopted, shareholders (including proxies) having the right to two or more votes need not cast all of their voting rights for affirmative or negative votes or abstention of votes.</p>	<p>Article <del>101</del><u>89</u>.</p> <p>When a poll is adopted, <u>H shares</u> shareholders (including proxies) having the right to two or more votes need not cast all of their voting rights for affirmative or negative votes or abstention of votes.</p>
35	<p>Article 109.</p> <p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”.</p> <p>.....</p>	<p>Article <del>109</del><u>97</u>.</p> <p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”. <u>Except where the securities registrar and clearing house, as the nominal holder of shares traded under the Stock Connect arrangements between the Mainland and Hong Kong, makes a declaration in accordance with the intention of the actual holder.</u></p> <p>.....</p>



No.	Before amendments	After amendments
36	<p>Article 110.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the general meeting:</p> <p>(1) Work reports of the Board of Directors and the supervisory committee;</p> <p>(2) Plans for the distribution of profits and recovery plans formulated by the Board of Directors;</p> <p>(3) Appointment and removal of members of the Board of Directors and the supervisory committee, their remuneration and method of payment of their remuneration;</p> <p>.....</p>	<p>Article <del>110</del><u>98</u>.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the general meeting:</p> <p>(1) Work reports of the Board of Directors and the supervisory committee;</p> <p>(2) Plans for the distribution of profits and recovery plans formulated by the Board of Directors;</p> <p>(3) Appointment and removal of members of the Board of Directors and the supervisory committee, their remuneration and method of payment of their remuneration;</p> <p>.....</p>
37	<p>Article 111.</p> <p>The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p>(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities;</p> <p>(2) Issuance of Company's debentures;</p> <p>(3) Division, merger, dissolution and liquidation of the Company;</p> <p>.....</p>	<p>Article <del>111</del><u>99</u>.</p> <p>The following matters shall be resolved by way of a special resolution of the general meeting:</p> <p>(1) Increase or reduction of the Company <del>share capital and issuance of any class of shares, warrants or other similar securities</del><u>registered capital</u>;</p> <p>(2) <del>Issuance of Company's debentures;</del></p> <p>(<del>2</del><u>3</u>) Division, <u>spin-off</u>, merger, dissolution and liquidation of the Company <u>or change of corporate form</u>;</p> <p>.....</p>

No.	Before amendments	After amendments
38	<p data-bbox="352 257 523 293">Article 113.</p> <p data-bbox="352 331 879 1256">General meetings shall be presided over and chaired by the Board of Directors. When the Chairman of the Board is unable to or fails to perform his duties for any reason, the vice chairman of the board shall convene and preside over meetings of the Board of Directors. When both the chairman and the vice chairman of the board are unable to or fail to perform their duties, a Director shall be elected by the affirmative votes of more than half of the Directors to preside over the meeting and act as the chairman of the meeting. When the Directors fail to elect the chairman of the meeting for any reason, the shareholders attending the meeting may select one person to act as the chairman of the meeting. When the shareholders fail to elect a chairman for any reason, the shareholder holding the largest number of voting shares and attending the meeting (whether in person or by proxy) shall act as the chairman of the meeting.</p> <p data-bbox="352 1294 879 1637">The chairman of the supervisory committee shall preside over a general meeting convened by the supervisory committee. Where the chairman of the supervisory committee cannot or fails to perform his duties, more than half of the supervisors may jointly nominate a supervisor to preside over the meeting as chairman.</p> <p data-bbox="352 1682 421 1704">.....</p>	<p data-bbox="901 257 1118 293">Article <del>113</del><u>101</u>.</p> <p data-bbox="901 331 1428 1256">General meetings shall be presided over and chaired by the Board of Directors. When the Chairman of the Board is unable to or fails to perform his duties for any reason, the vice chairman of the board shall convene and preside over meetings of the Board of Directors. When both the chairman and the vice chairman of the board are unable to or fail to perform their duties, a Director shall be elected by the affirmative votes of more than half (<u>not including half</u>) of the Directors to preside over the meeting and act as the chairman of the meeting. When the Directors fail to elect the chairman of the meeting for any reason, the shareholders attending the meeting may select one person to act as the chairman of the meeting. When the shareholders fail to elect a chairman for any reason, the shareholder holding the largest number of voting shares and attending the meeting (whether in person or by proxy) shall act as the chairman of the meeting.</p> <p data-bbox="901 1294 1428 1603">The chairman of the supervisory committee shall preside over a general meeting convened by the supervisory committee. Where the chairman of the supervisory committee cannot or fails to perform his duties, <u>more than half (not including half)</u> of the supervisors may jointly nominate a supervisor to preside over the meeting as chairman.</p> <p data-bbox="901 1648 970 1671">.....</p>

No.	Before amendments	After amendments
39	<p>Article 118.</p> <p>Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven (7) days after receiving payment of reasonable charges.</p>	<p><del>Article 118.</del></p> <p><del>Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven (7) days after receiving payment of reasonable charges.</del></p>
40	<p>Article 130.</p> <p>.....</p> <p>(4) A Director may serve as a general manager or take other senior management positions (excluding supervisor positions).</p> <p>(5) Directors need not be the Company's shareholders.</p>	<p>Article <del>130</del><u>117</u>.</p> <p>.....</p> <p>(4) A Director may serve as a general manager or take other senior management positions (excluding supervisor positions), <u>however, the total number of directors who also hold the position of manager or other senior management personnel shall not exceed half of the total number of Directors of the Company.</u></p> <p>(5) Directors need not be the Company's shareholders.</p>

No.	Before amendments	After amendments
41	<p>Article 135.</p> <p>The Board of Directors shall be accountable to the general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(4) To formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>(5) To formulate the plans for profit distribution and plan for recovery of losses of the Company;</p> <p>.....</p> <p>(10) To formulate the Company's basic management system;</p> <p>(11) To formulate the proposal of amendment to the Articles of Association;</p> <p>.....</p> <p>Except for the resolutions of the Board in respect of the matters specified in clauses (6), (7), (11), (12), (14) and (20) of the preceding Article which shall be passed by two-thirds or more of the Directors, the resolutions of the Directors in respect of all other matters may be passed by more than half of of the Directors.</p> <p>.....</p>	<p>Article <del>135</del><u>122</u>.</p> <p>The Board of Directors shall be accountable to the general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p><del>(4) To formulate the proposed annual financial budgets and final accounts of the Company;</del></p> <p><del>(5)</del> To formulate the plans for profit distribution and plan for recovery of losses of the Company;</p> <p>.....</p> <p><del>(10)</del>To formulate the Company's basic management system;</p> <p><del>(11)</del>To formulate the proposal of amendment to the Articles of Association;</p> <p>.....</p> <p>Except for the resolutions of the Board in respect of the matters specified in clauses <del>(65)</del>, <del>(76)</del>, <del>(110)</del>, <del>(1211)</del>, <del>(1413)</del> and <del>(2019)</del> of the preceding Article which shall be passed by two-thirds or more of the Directors, the resolutions of the Directors in respect of all other matters may be passed by <u>more than half (not including half) of the</u> Directors.</p> <p>.....</p>

No.	Before amendments	After amendments
42	<p data-bbox="355 257 520 286">Article 138.</p> <p data-bbox="355 327 877 947">(1) The board of Directors shall not, without the prior approval of shareholders at a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company's fixed assets as stated in the last balance sheet places before the general meeting.</p> <p data-bbox="355 987 877 1189">(2) For the purposes of this Article, the term "disposal of fixed assets" shall include the assignment of a certain interest in assets other than by way of security.</p> <p data-bbox="355 1229 877 1397">(3) The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph hereof.</p>	<p data-bbox="904 257 1067 286"><del>Article 138.</del></p> <p data-bbox="904 327 1433 913"><del>(1) The board of Directors shall not, without the prior approval of shareholders at a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company's fixed assets as stated in the last balance sheet places before the general meeting.</del></p> <p data-bbox="904 954 1433 1155"><del>(2) For the purposes of this Article, the term "disposal of fixed assets" shall include the assignment of a certain interest in assets other than by way of security.</del></p> <p data-bbox="904 1196 1433 1364"><del>(3) The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph hereof.</del></p>

No.	Before amendments	After amendments
43	<p>Article 140.</p> <p>.....</p> <p>If the Chairman of the Board is unable to perform his functions and powers, he may instruct the vice chairman of the board to exercise such functions and powers on his behalf. If the chairman of the board fails to perform his functions and powers, the functions and powers shall be performed by the vice chairman jointly elected by a majority of Directors. If the vice chairman is unable or fails to perform his functions and powers, the functions and powers shall be performed by a Director jointly elected by a majority of Directors.</p>	<p>Article 140<del>126</del><u>126</u>.</p> <p>.....</p> <p>If the Chairman of the Board is unable to perform his functions and powers, <del>he may instruct the vice chairman of the board to exercise such functions and powers on his behalf. If the chairman of the board fails to perform his functions and powers,</del> the functions and powers shall be performed by the vice chairman <del>jointly elected by a majority of Directors.</del> If the vice chairman is unable <del>or fails to perform his functions and powers,</del> the functions and powers shall be performed by a Director jointly elected by <u>more than half (not including half)</u> of Directors.</p>

No.	Before amendments	After amendments
44	<p data-bbox="357 257 520 291">Article 142.</p> <p data-bbox="357 324 877 855">(1) If the Board of Directors has specified the time and place of the board meeting in advance, no service of notice is required; If the time and location of Board meetings have not been specified by the Board in advance, the Chairman shall order the secretary to the Board to notify all Directors and supervisors the time and venue of regular meetings by way of fax, courier, registered mail, email or in person no less than 14 days and no more than 30 days prior to such meeting.</p> <p data-bbox="357 889 877 1254">(2) When convening an extraordinary Board meeting in emergency, the Chairman shall authorize the secretary of the Board (the Company Secretary) to notify all Directors and supervisors the meeting time, venue and means by way of email or in person no less than 2 days and no more than 10 days prior to such meeting.</p> <p data-bbox="357 1288 421 1321">.....</p>	<p data-bbox="906 257 1114 291">Article <del>142</del><u>128</u>.</p> <p data-bbox="906 324 1426 855">(1) If the Board of Directors has specified the time and place of the board meeting in advance, no service of notice is required; If the time and location of Board meetings have not been specified by the Board in advance, the Chairman shall order the secretary to the Board to notify all Directors and supervisors the time and venue of regular meetings by way of fax, courier, registered mail, email or in person no less than 14 days <del>and no more than 30 days</del> prior to such meeting.</p> <p data-bbox="906 889 1426 1254">(2) When convening an extraordinary Board meeting in emergency, the Chairman shall authorize the secretary of the Board (the Company Secretary) to notify all Directors and supervisors the meeting time, venue and means by way of email or in person no less than 2 days <del>and no more than 10 days</del> prior to such meeting. <u>Where circumstances are urgent and it is necessary to convene an extraordinary meeting of the Board as soon as possible, notice of such meeting may be given at any time by telephone or other verbal means without any restriction on the time limit for giving notice of such meeting as aforesaid, provided that the person convening the meeting shall provide explanation at the meeting.</u></p> <p data-bbox="906 1288 970 1321">.....</p>

No.	Before amendments	After amendments
45	<p>Article 148.</p> <p>The Directors shall bear liability for the decisions of the Board of Directors. Where a resolution of the Board of Directors is in violation of laws, administrative regulations or the Company's Articles of Association, a resolution of the general meeting, thereby causing serious losses to the Company, the Directors who took part in the resolution shall be liable to the Company for damages. However, where a Director can prove that he expressed his opposition to such resolution when it was put to be voted, and that such opposition was recorded in the minutes of the meeting, the Director may be relieved from such liability.</p>	<p>Article 148<del>134</del>.</p> <p>The Directors shall bear liability for the decisions of the Board of Directors. Where a resolution of the Board of Directors is in violation of laws, administrative regulations or the Company's Articles of Association and a resolution of shareholders' <u>general meeting</u>, thereby causing serious losses to the Company, the Directors who took part in the resolution shall be liable to the Company for damages. However, where a Director can prove that he expressed his opposition to such resolution when it was put to be voted, and that such opposition was recorded in the minutes of the meeting, the Director may be relieved from such liability.</p>
46	<p>Article 165.</p> <p>The supervisory committee shall be composed of 3-5 supervisors, one of whom shall be the chairman of the supervisory committee. The terms of office of a supervisor shall be 3 years. The election, appointment or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of two thirds or more of the members of the supervisory committee.</p>	<p>Article 165<del>151</del>.</p> <p>The supervisory committee shall be composed of 3-5 supervisors, one of whom shall be the chairman of the supervisory committee. The terms of office of a supervisor shall be 3 years. The election, appointment or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of <del>two thirds or more</del> <u>a more than half (not including half)</u> of the members of the supervisory committee.</p>



No.	Before amendments	After amendments
47	<p>Article 168.</p> <p>Meetings of the supervisory committee shall include regular meetings and extraordinary meetings. Regular meetings of the supervisory committee shall be held at least once every six months. Supervisors can propose to convene an extraordinary meeting of the supervisory committee as the case may require. Meetings of the supervisory committee shall be convened and presided over by the chairman of the supervisory committee. Where the chairman of the supervisory committee cannot or fails to perform his duties, a majority of the supervisors may jointly designate a supervisor to convene and preside over the meeting of the supervisory committee.</p>	<p>Article <del>168</del><u>154</u>.</p> <p>Meetings of the supervisory committee shall include regular meetings and extraordinary meetings. Regular meetings of the supervisory committee shall be held at least once every six months. Supervisors can propose to convene an extraordinary meeting of the supervisory committee as the case may require. Meetings of the supervisory committee shall be convened and presided over by the chairman of the supervisory committee. Where the chairman of the supervisory committee cannot or fails to perform his duties, <u>more than half (not including half)</u> of the supervisors may jointly designate a supervisor to convene and preside over the meeting of the supervisory committee.</p>
48	<p>Article 172.</p> <p>.....</p> <p>(2) To exercise supervision over the performance by the Directors and senior officers of their official duties, to assess the performance of duties by Directors and to propose the dismissal of any Director, general manager, or senior officer who is in violation of laws, administrative regulations, the Articles of Association, or resolutions of the shareholders' meeting;</p> <p>.....</p> <p>(7) To initiate legal proceedings against any Director, general manager or senior officer in accordance with the provisions of Article 151 of the "Company Law";</p> <p>.....</p>	<p>Article <del>172</del><u>158</u>.</p> <p>.....</p> <p>(2) To exercise supervision over the performance by the Directors and senior officers of their official duties, to assess the performance of duties by Directors and to propose the dismissal of any Director, general manager, or senior officer who is in violation of laws, administrative regulations, the Articles of Association, or resolutions of the shareholders' meeting;</p> <p>.....</p> <p>(7) To initiate legal proceedings against any Director, general manager or senior officer in accordance with the provisions of Article <del>151</del><u>189</u> of the "Company Law";</p> <p>.....</p>

No.	Before amendments	After amendments
49	<p>Article 173.</p> <p>(1) Meetings of the supervisory committee shall be held only when a quorum of two-thirds or more of the Directors are present at such meetings.</p> <p>(2) The resolutions of the supervisory committee shall be approved by the affirmative votes of two-thirds or more of the supervisors of the Company.</p>	<p>Article <del>173</del><u>159</u>.</p> <p>(1) Meetings of the supervisory committee shall be held only when a quorum of <del>two-thirds or more</del><u>more than half (not including half) of the all</u> <del>supervisors</del><u>Directors</u> are present at such meetings.</p> <p>(2) The resolutions of the supervisory committee shall be approved by the affirmative votes of <del>two-thirds or more of</del><u>more than half (not including half) of all</u> supervisors of the Company.</p>
50	<p>Article 179.</p> <p>A person shall not take the position of a Director, a supervisor or any senior officer of a Company under any of the following circumstances:</p> <p>(1) Persons have no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities;</p> <p>(2) Persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order where five years have not yet lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not yet lapsed following the serving of the sentence;</p>	<p>Article <del>179</del><u>165</u>.</p> <p>A person shall not take the position of a Director, a supervisor or any senior officer of a Company under any of the following circumstances:</p> <p>(1) Persons have no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities;</p> <p>(2) Persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order where five years have not yet lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not yet lapsed following the serving of the sentence, in the case of a suspended sentence, <del>;</del> <u>not more than two years have elapsed since the date of expiry of the probationary period;</u></p>

No.	Before amendments	After amendments
	<p>(3) Directors, factory managers or general managers who bear personal liability for the bankruptcy or liquidation of their Companies or enterprises due to mismanagement where three years have not yet lapsed following the date of completion of such bankruptcy or liquidation;</p> <p>(4) The legal representatives of Companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefore and three years have not yet lapsed following the date of revocation of such business licenses;</p> <p>(5) Persons who are personally liable for substantial debts which were due for payment but remains repaid;</p> <p>.....</p>	<p>(3) Directors, factory managers or general managers who bear personal liability for the bankruptcy or liquidation of their Companies or enterprises due to mismanagement where three years have not yet lapsed following the date of completion of such bankruptcy or liquidation;</p> <p>(4) The legal representatives of Companies or enterprises that had their business licenses revoked <u>or were ordered to shut down</u> for breaking the law, where such representatives bear individual liability therefore and three years have not yet lapsed following the date of revocation of such business licenses <u>and the order of shutting down</u>;</p> <p>(5) Persons who are personally liable for substantial debts which were due for payment but remains repaid and were <u>listed by the People's Court as a dishonest person subject to enforcement</u>;</p> <p>.....</p>
51	<p>Article 189.</p> <p>A Director, a supervisor, the general manager or other senior officers of the Company may be relieved from liability for a specific breach of obligations after the general meeting has been informed, except in circumstances as specified in Article 70 hereof.</p>	<p>Article <del>189</del><u>175</u>.</p> <p>A Director, a supervisor, the general manager or other senior officers of the Company may be relieved from liability for a specific breach of obligations after the general meeting has been informed, <del>except in circumstances as specified in Article 70 hereof.</del></p>

No.	Before amendments	After amendments
52	<p>Article 200.</p> <p>The Company shall specify in the contract signed with a Director or supervisor of the Company concerning his emoluments that in the event of an acquisition of the Company, a Director or supervisors of the Company shall, subject to prior approval of the general meeting, have the right to receive the compensation or other funds he/she entitles for loss of office or retirement. For the purposes of the preceding paragraph, the term “an acquisition of the Company” shall refer to any of the following circumstances:</p> <p>.....</p> <p>(2) An offer made by any person with a view to the offeror becoming a “controlling shareholder”. The definition of a controlling shareholder is the same to that defined in Article 71 hereof.</p> <p>.....</p>	<p>Article <del>200</del><u>186</u>.</p> <p>The Company shall specify in the contract signed with a Director or supervisor of the Company concerning his emoluments that in the event of an acquisition of the Company, a Director or supervisors of the Company shall, subject to prior approval of the general meeting, have the right to receive the compensation or other funds he/she entitles for loss of office or retirement. For the purposes of the preceding paragraph, the term “an acquisition of the Company” shall refer to any of the following circumstances:</p> <p>.....</p> <p>(2) An offer made by any person with a view to the offeror becoming a “controlling shareholder”. <del>The definition of a controlling shareholder is the same to that defined in Article 71 hereof.</del></p> <p>.....</p>
53	<p>Article 202.</p> <p>The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be examined and verified according to law.</p>	<p>Article <del>202</del><u>188</u>.</p> <p>The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be <del>examined and verified</del><u>audited</u> by accounting firm according to law.</p>
54	<p>Article 205.</p> <p>The Board of Directors of the Company shall place before the shareholders at each annual shareholder’s general meeting the financial reports prepared in accordance with relevant laws, administrative regulations and other normative documents.</p>	<p>Article <del>205</del><u>191</u>.</p> <p>The Board of Directors of the Company shall place before the shareholders at each annual shareholder’s general meeting the financial reports prepared in accordance with relevant laws, administrative regulations and other normative documents.</p>

No.	Before amendments	After amendments
55	<p data-bbox="352 255 523 286">Article 213.</p> <p data-bbox="352 327 879 878">The Company may not distribute dividends before making up losses and allocating the statutory common reserve fund and the statutory common reserve fund. The Company shall not pay interest to the shareholders for dividends, except for matured dividends not paid by the Company. If the provision of this paragraph that profits are distributed to the shareholders before offsetting losses to the Company and allocating to its statutory surplus reserve is breached at a general meeting, the profits so distributed shall be returned to the Company.</p>	<p data-bbox="901 255 1118 286">Article <del>213</del><u>199</u>.</p> <p data-bbox="901 327 1433 878">The Company may not distribute dividends before making up losses and allocating the statutory common reserve fund and the statutory common reserve fund. The Company shall not pay interest to the shareholders for dividends, except for matured dividends not paid by the Company. If the provision of this paragraph that profits are distributed to the shareholders before offsetting losses to the Company and allocating to its statutory surplus reserve is breached at a general meeting, the profits so distributed shall be returned to the Company.</p>
56	<p data-bbox="352 904 523 936">Article 214.</p> <p data-bbox="352 976 879 1214">The Company shall contribute 10% of its after-tax profits to the Company's statutory common reserve fund. In the event that the statutory common reserve fund of the Company has reached 50% of the registered capital of the Company, no allocation is needed.</p> <p data-bbox="352 1249 879 1487">Where the statutory reserve fund is insufficient to cover the Company's loss from the previous year, the profits for that year shall be used to cover such loss before allocation is made to the statutory reserve fund pursuant to the preceding paragraph.</p> <p data-bbox="352 1536 416 1559">.....</p>	<p data-bbox="901 904 1118 936">Article <del>214</del><u>200</u>.</p> <p data-bbox="901 976 1433 1214">The Company shall contribute 10% of its after-tax profits to the Company's statutory common reserve fund. In the event that the statutory common reserve fund of the Company has reached 50% of the registered capital of the Company, no allocation is needed.</p> <p data-bbox="901 1249 1433 1487">Where the statutory reserve fund is insufficient to cover the Company's loss from <del>the previous year</del><u>years</u>, the profits for that year shall be used to cover such loss before allocation is made to the statutory reserve fund pursuant to the preceding paragraph.</p> <p data-bbox="901 1536 965 1559">.....</p>

No.	Before amendments	After amendments
57	<p data-bbox="352 255 520 286">Article 216.</p> <p data-bbox="352 327 879 533">The Company’s common reserve fund includes the statutory common reserve fund, the voluntary common reserve fund, and the capital common reserve fund. The common reserve fund shall be used only for the following purposes:</p> <p data-bbox="352 568 879 707">(1) To cover the Company’s losses, provided however that the capital reserve fund shall not be used to cover the Company’s losses;</p> <p data-bbox="352 748 416 770">.....</p>	<p data-bbox="901 255 1118 286">Article <del>216</del><u>202</u>.</p> <p data-bbox="901 327 1433 533">The Company’s common reserve fund includes the statutory common reserve fund, the voluntary common reserve fund, and the capital common reserve fund. The common reserve fund shall be used only for the following purposes:</p> <p data-bbox="901 568 1433 1016">(1) <u>To cover the Company’s losses (when the reserves are used to cover the losses of the Company, the discretionary reserve and the statutory reserve shall be prioritized; the capital reserve may be used in accordance with the regulations if such reserves are not sufficient to cover the losses);</u> <del>To cover the Company’s losses, provided however that the capital reserve fund shall not be used to cover the Company’s losses;</del></p> <p data-bbox="901 1061 965 1084">.....</p>

No.	Before amendments	After amendments
58	<p data-bbox="352 255 520 286">Article 218.</p> <p data-bbox="352 327 879 427">The procedures for the Company’s profit distribution decisions and execution are as follows:</p> <p data-bbox="352 468 879 1223">(1) After thoroughly analyzing various factors such as the industry development trend, the Company’s production and operation, the future investment plan and external financing environment, and fully considering the requirements and intentions of shareholders as well as the opinions of independent directors and the supervisory committee, the Board shall formulate the Company’s annual profit distribution plan and propose the same to the general meeting for approval within three months from the close of each financial year in accordance with the profit distribution policy set out in the Article 217 of the Articles of Association.</p> <p data-bbox="352 1263 879 1812">(2) The Company shall announce the advices of the independent Directors while publishing announcement on Board resolutions or notice of the relevant general meetings. When the profit distribution plan is being considered at the general meetings, various means shall be adopted to communicate and exchange ideas with the shareholders, especially the minority shareholders, and their opinions and demands shall be fully listened to.</p> <p data-bbox="352 1852 416 1883">.....</p>	<p data-bbox="901 255 1118 286">Article <del>218</del><u>204</u>.</p> <p data-bbox="901 327 1428 427">The procedures for the Company’s profit distribution decisions and execution are as follows:</p> <p data-bbox="901 468 1428 1223">(1) After thoroughly analyzing various factors such as the industry development trend, the Company’s production and operation, the future investment plan and external financing environment, and fully considering the requirements and intentions of shareholders as well as the opinions of <del>independent directors and</del> the supervisory committee, the Board shall formulate the Company’s annual profit distribution plan and propose the same to the general meeting for approval within three months from the close of each financial year in accordance with the profit distribution policy set out in the Article <del>217</del><u>203</u> of the Articles of Association.</p> <p data-bbox="901 1263 1428 1778">(2) <del>The Company shall announce the advices of the independent Directors while publishing announcement on Board resolutions or notice of the relevant general meetings.</del> When the profit distribution plan is being considered at the general meetings, various means shall be adopted to communicate and exchange ideas with the shareholders, especially the minority shareholders, and their opinions and demands shall be fully listened to.</p> <p data-bbox="901 1818 965 1850">.....</p>

No.	Before amendments	After amendments
59	<p data-bbox="352 255 523 286">Article 219.</p> <p data-bbox="352 327 879 1189">If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, the Board shall propose a resolution on the adjustment of the profit distribution policy based on the actual situation, and the adjusted profit distribution policy shall not breach any regulations of the CSRC and the stock exchanges and shall be for the best interests of the shareholders. The independent non-executive directors shall issue written review opinions on the adjustment of the profit distribution policy and the relevant proposals on the adjustment of the profit distribution policy, after being considered by the Board, shall be proposed to the general meetings for consideration and approval by more than two thirds of the voting rights held by the shareholders present at the general meetings.</p> <p data-bbox="352 1227 879 1429">The reasons for adjustment of profit distribution policy and the opinions of independent non-executive directors and external supervisors shall be disclosed in the regular reports of the Company.</p>	<p data-bbox="901 255 1118 286">Article <del>219</del><u>205</u>.</p> <p data-bbox="901 327 1434 1155">If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, the Board shall propose a resolution on the adjustment of the profit distribution policy based on the actual situation, and the adjusted profit distribution policy shall not breach any regulations of the CSRC and the stock exchanges and shall be for the best interests of the shareholders. <del>The independent non-executive directors shall issue written review opinions on the adjustment of the profit distribution policy and</del> The relevant proposals on the adjustment of the profit distribution policy, after being considered by the Board, shall be proposed to the general meetings for consideration and approval by more than two thirds of the voting rights held by the shareholders present at the general meetings.</p> <p data-bbox="901 1193 1434 1395">The reasons for adjustment of profit distribution policy and the opinions of <del>independent non-executive directors</del> and external supervisors shall be disclosed in the regular reports of the Company.</p>



No.	Before amendments	After amendments
60	<p>Article 234.</p> <p>When the Company dismisses or does not renew the employment of an accounting firm, it shall give a notice to the accounting firm in advance. The accounting firm shall have the right to make representation at the shareholders' general meeting. Where an accounting firm tenders its resignation, it shall inform the shareholders' general meeting of whether there is any irregularity in the Company.</p> <p>.....</p>	<p>Article <del>234</del><u>220</u>.</p> <p>When the Company dismisses or does not renew the employment of an accounting firm, it shall give a notice to the accounting firm in advance. <del>The</del><u>When the shareholders' general meeting of the Company votes on the dismissal of the accounting firm,</u> the accounting firm shall have the right to make representation at the shareholders' general meeting. Where an accounting firm tenders its resignation, it shall inform the shareholders' general meeting of whether there is any irregularity in the Company.</p> <p>.....</p>
61	<p>Article 241.</p> <p>Merger of the Company may take the form of merger by absorption and merger by the establishment of a new Company.</p> <p>For merger of companies, the merging parties shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within ten (10) days of the passing of the Company's merger resolution and shall publish a public notice in a newspaper within thirty (30) days of the passing of the Company's merger resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>Upon completion of the merger, the Company that survives the merger or the newly established Company shall assume the claims and debts of the parties to the merger.</p>	<p>Article <del>241</del><u>227</u>.</p> <p>Merger of the Company may take the form of merger by absorption and merger by the establishment of a new Company.</p> <p>For merger of companies, the merging parties shall enter into a merger agreement and prepare balance sheets and a property list. The Company shall notify its creditors within ten (10) days of the passing of the Company's merger resolution and shall publish a public notice in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within thirty (30) days of the passing of the Company's merger resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty-five (45) days of the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>Upon completion of the merger, the Company that survives the merger or the newly established Company shall assume the claims and debts of the parties to the merger.</p>

No.	Before amendments	After amendments
62	<p data-bbox="352 255 520 286">Article 242.</p> <p data-bbox="352 327 879 396">If the Company is to be divided, its property shall be divided accordingly.</p> <p data-bbox="352 432 879 842">For division of the Company, the parties to the division shall enter into a division agreement and prepare balance sheets and an asset list. The Company shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish newspaper announcements on the division within 30 days from the date on which the division resolution is passed.</p> <p data-bbox="352 880 879 1189">The companies in existence after the division shall bear joint and several liability for debts owed by the Company prior to the division, unless otherwise stipulated in an written agreement concluded between the Company and the creditor with respect to the repayment of such debts prior to the division.</p>	<p data-bbox="901 255 1118 286">Article <del>242</del><u>228</u>.</p> <p data-bbox="901 327 1428 396">If the Company is to be divided, its property shall be divided accordingly.</p> <p data-bbox="901 432 1428 880">For division of the Company, the parties to the division shall enter into a division agreement and prepare balance sheets and an asset list. The Company shall notify its creditors within a period of 10 days from the date on which the division resolution is passed and publish newspaper <u>or the National Enterprise Credit Information Publicity System</u> announcements on the division within 30 days from the date on which the division resolution is passed.</p> <p data-bbox="901 916 1428 1225">The companies in existence after the division shall bear joint and several liability for debts owed by the Company prior to the division, unless otherwise stipulated in an written agreement concluded between the Company and the creditor with respect to the repayment of such debts prior to the division.</p>

No.	Before amendments	After amendments
63	<p data-bbox="355 255 520 286">Article 244.</p> <p data-bbox="355 327 877 427">The Company shall be dissolved and liquidated according to laws under any of the following circumstances:</p> <ol data-bbox="355 465 877 1603" style="list-style-type: none"> <li data-bbox="355 465 877 533">(1) If the general meeting resolves to dissolve the Company;</li> <li data-bbox="355 571 877 669">(2) If dissolution is necessary as a result of the merger or dissolution of the Company;</li> <li data-bbox="355 707 877 842">(3) If the Company is declared bankrupt according to laws because it is unable to pay its debts upon maturity;</li> <li data-bbox="355 880 877 1084">(4) If the Company has its business license revoked, is ordered to close down or is liquidated lawfully as a result of violation of laws or administrative regulations;</li> <li data-bbox="355 1122 877 1603">(5) If a Company has met such difficulty in its business operations that the continued existence of the Company will cause serious losses to the interests of the shareholders and such situation cannot be rectified by any other means, the shareholders that hold more than ten percent (10%) of the voting rights of all the shareholders may petition the people's court to dissolve the Company.</li> </ol>	<p data-bbox="904 255 1118 286">Article <del>244</del><u>230</u>.</p> <p data-bbox="904 327 1433 427">The Company shall be dissolved <del>and liquidated according to laws</del> under any of the following circumstances:</p> <ol data-bbox="904 465 1433 1951" style="list-style-type: none"> <li data-bbox="904 465 1433 669">(1) <u>The expiration of the business period specified in the Articles of Association or the occurrence of other causes of dissolution specified in the Articles of Association;</u></li> <li data-bbox="904 707 1433 775"><del>(2)</del> If the general meeting resolves to dissolve the Company;</li> <li data-bbox="904 813 1433 911"><del>(2)</del> If dissolution is necessary as a result of the merger or dissolution of the Company;</li> <li data-bbox="904 949 1433 1084"><del>(3)</del> <del>If the Company is declared bankrupt according to laws because it is unable to pay its debts upon maturity;</del></li> <li data-bbox="904 1122 1433 1326">(4) If the Company has its business license revoked, is ordered to close down or is liquidated lawfully as a result of violation of laws or administrative regulations;</li> <li data-bbox="904 1364 1433 1951">(5) <u>The People's Court dissolves the Company in accordance with the provisions of article 231 of the Companies Law.</u> If a Company has met such difficulty in its business operations that the continued existence of the Company will cause serious losses to the interests of the shareholders and such situation cannot be rectified by any other means, the shareholders that hold more than ten percent (10%) of the voting rights <del>of all the shareholders</del> may petition the people's court to dissolve the Company.</li> </ol>

No.	Before amendments	After amendments
64	<p>Article 245.</p> <p>Where the Company is to be dissolved pursuant to items (1) and (4) of the preceding article, a liquidation committee shall be formed within 15 days to start the liquidation process. The members of such liquidation committee shall be determined by the shareholders' general meeting by way of an ordinary resolution.</p> <p>Where the Company is to be dissolved pursuant to Items (3) and (5) of the preceding article, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</p>	<p>Article <del>245</del><u>231</u>.</p> <p>Where the Company is to be dissolved pursuant to items <del>(1), (2), (4) and (5)</del> of the preceding article, a liquidation committee shall be formed within 15 days to start the liquidation process. The members of such liquidation committee shall be determined by the shareholders' general meeting by way of an ordinary resolution.</p> <p><del>Where the Company is to be dissolved pursuant to Items (3) and (5) of the preceding article, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.</del></p>
65	<p>Article 247.</p> <p>The liquidation committee shall notify creditors within 10 days following its establishment, and shall publish an announcement of the liquidation in a newspaper within 60 days. Creditors shall report their creditors' rights to the liquidation committee within thirty (30) days after the date of receipt of the notice from the Company or, in the case of creditors do not receive such notice, within forty-five (45) days after the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>.....</p>	<p>Article <del>247</del><u>233</u>.</p> <p>The liquidation committee shall notify creditors within 10 days following its establishment, and shall publish an announcement of the liquidation in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within 60 days. Creditors shall report their creditors' rights to the liquidation committee within thirty (30) days after the date of receipt of the notice from the Company or, in the case of creditors do not receive such notice, within forty-five (45) days after the date of the public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>.....</p>

No.	Before amendments	After amendments
66	<p>Article 248.</p> <p>The liquidation committee shall exercise the following functions and powers during liquidation:</p> <p>.....</p> <p>(6) To dispose of any assets of the Company that will remain after all its debts have been paid off;</p> <p>.....</p>	<p>Article <del>248</del><u>234</u>.</p> <p>The liquidation committee shall exercise the following functions and powers during liquidation:</p> <p>.....</p> <p>(6) To <del>dispose</del><u>allocate</u> of any assets of the Company that will remain after all its debts have been paid off; and</p> <p>.....</p>
67	<p>Article 253.</p> <p>If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the People's Court immediately for a declaration of bankruptcy according to laws.</p> <p>After the People's Court has ruled to declare the Company bankrupt, the Company's liquidation committee shall refer the liquidation matters to the People's Court.</p>	<p>Article <del>253</del><u>239</u>.</p> <p>If the Company is liquidated due to dissolution and the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the People's Court immediately for a <del>declaration of bankruptcy</del> <u>liquidation</u> according to laws.</p> <p>After the People's Court has <del>ruled to declare</del> <u>accepted</u> the Company bankrupt <u>application</u>, the Company's liquidation committee shall refer the liquidation matters to the People's Court <u>appointed insolvency administrator</u>.</p>

No.	Before amendments	After amendments
68	<p>Article 261.</p> <p>Notices of the Company shall be issued by the following means:</p> <p>.....</p> <p>(4) other means provided for in the Articles of Association.</p>	<p>Article <del>261</del><u>247</u>.</p> <p>Notices of the Company shall be issued by the following means:</p> <p>.....</p> <p>(4) <u>subject to compliance with laws, administrative regulations and the relevant provisions of the securities regulatory authorities of the places where the Company's shares are listed, by way of publication on the websites designated by the Company and the Hong Kong Stock Exchange;</u></p> <p>(4<del>5</del>) <u>other means recognised by the securities regulatory authorities in the place where the Company's shares are listed or provided for in the Articles of Association.</u></p>

No.	Before amendments	After amendments
		<p><u>Notwithstanding any other provisions in the Articles of Association regarding the form of publication or notification of any document, notice or other communication, subject to compliance with the relevant regulations of the securities regulatory authorities in the place where the Company's shares are listed, the Company may elect to adopt the form of notification as set out in paragraph 4 of this Article for publication of corporate communications in lieu of sending a written document in writing by hand delivery or by prepaid mail to the shareholders of each of the overseas-listed shares. The aforesaid corporate communication shall mean any document issued or to be issued by the Company for the information or actions of the Shareholders, including but not limited to, annual reports (including annual financial statements), interim reports (including interim financial statements), reports of the Board of Directors (together with balance sheets and profit and loss statements), notices of shareholders' general meetings, circulars, and other communications documents.</u></p> <p><u>If the relevant regulations of the securities regulatory authorities in the place where the Company's shares are listed require the Company to send, mail, distribute, issue, publish or otherwise make available the relevant documents of the Company in both English and Chinese, and if the Company has made appropriate arrangements to ascertain whether its shareholders wish to receive the documents in English only or in Chinese only and, to the extent permitted by and in accordance with the applicable laws and regulations. The Company may (in accordance with the stated wishes of the Shareholder) send to the Shareholder concerned either the English language version only or the Chinese language version only.</u></p>

No.	Before amendments	After amendments
69	<p>Article 263.</p> <p>(1) Unless as otherwise provided for in these Articles of Association, all the notices, materials or written statements issued by the Company to holders of overseas-listed foreign-invested shares shall be delivered by messenger or by pre-paid mails to the registered address of each holder of such shares.</p> <p>.....</p>	<p><del>Article 263.</del> <u>Article 249.</u></p> <p><del>(1) Unless as otherwise provided for in these Articles of Association, all the notices, materials or written statements issued by the Company to holders of overseas-listed foreign-invested shares shall be delivered by messenger or by pre-paid mails to the registered address of each holder of such shares.</del></p> <p>.....</p>
70	<p>Article 266.</p> <p>The China Securities designated by the Company and/or other national newspapers and magazines designated by the administrative authorities of securities of the State Council and other newspapers and magazines and websites designated by the Board shall be the media for publication of the Company's announcement and disclosure of information otherwise required.</p>	<p>Article <del>266</del><u>252</u>.</p> <p>The China Securities designated by the Company and/or other national newspapers and magazines <u>that meets the conditions prescribed by the CSRC</u><del>designated by the administrative authorities of securities of the State Council</del> and other newspapers and magazines and websites designated by the Board shall be the media for publication of the Company's announcement and disclosure of information otherwise required.</p>



No.	Before amendments	After amendments
71	<p data-bbox="352 255 520 286">Article 267.</p> <p data-bbox="352 327 877 427">The Company shall abide the following principles for dispute resolution:</p> <p data-bbox="352 465 877 1220">(1) If any dispute or claim concerning the Company's business on the basis of the rights or obligations provided for in the Articles of Association or in the Company Law or other relevant laws or administrative regulations arises between a holder of overseas-listed foreign-investment shares and the Company, between a shareholder of overseas-listed foreign-investment shares and a Director, a supervisor, the general manager or other senior officers of the Company or between a holder of overseas-listed foreign-investment shares and a holder of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</p>	<p data-bbox="898 255 1066 286"><del>Article 267.</del></p> <p data-bbox="898 327 1433 427"><del>The Company shall abide the following principles for dispute resolution:</del></p> <p data-bbox="898 465 1433 1220"><del>(1) If any dispute or claim concerning the Company's business on the basis of the rights or obligations provided for in the Articles of Association or in the Company Law or other relevant laws or administrative regulations arises between a holder of overseas-listed foreign-investment shares and the Company, between a shareholder of overseas-listed foreign-investment shares and a Director, a supervisor, the general manager or other senior officers of the Company or between a holder of overseas-listed foreign-investment shares and a holder of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.</del></p>

No.	Before amendments	After amendments
	<p>When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons (being the Company or shareholders, Director, supervisors, the general manager or other senior officers of the Company) that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall abide by arbitration.</p> <p>Disputes concerning the definition of shareholders and the register of members shall not be required to be settled by means of arbitration.</p> <p>(2) A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either the China International Economic or Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party must carry out arbitration in the arbitration institution selected by the applicant.</p>	<p><del>When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons (being the Company or shareholders, Director, supervisors, the general manager or other senior officers of the Company) that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall abide by arbitration.</del></p> <p><del>Disputes concerning the definition of shareholders and the register of members shall not be required to be settled by means of arbitration.</del></p> <p>(2) A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either the China International Economic or Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party must carry out arbitration in the arbitration institution selected by the applicant.</p>

No.	Before amendments	After amendments
	<p>If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by laws or administrative regulations, the laws of the People’s Republic of China shall apply to the settlement by means of arbitration of disputes or claims referred to in Item (1).</p> <p>(4) The award of the arbitration institution shall be final and binding upon each party.</p>	<p><del>If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</del></p> <p><del>(3) Unless otherwise provided by laws or administrative regulations, the laws of the People’s Republic of China shall apply to the settlement by means of arbitration of disputes or claims referred to in Item (1).</del></p> <p><del>(4) The award of the arbitration institution shall be final and binding upon each party.</del></p>
72	<p>Article 269.</p> <p>In the Articles of Association, the terms and expressions listed below shall have the following meanings, except alternative meanings according to the context:</p> <p>.....</p> <p>“Independent Directors”</p> <p>the Directors who do not hold any position in the Company other than the Directors, and have no direct or indirect interests with the listed companies and their respective major shareholders, persons with de facto control or other relationship that may affect such Directors’ ability to make independent and objective judgments, and comply with the requirements on independence as stipulated in the relevant rules of the stock exchange(s) on which the Company’s shares are listed</p> <p>.....</p>	<p>Article <del>269</del><u>254</u>.</p> <p>In the Articles of Association, the terms and expressions listed below shall have the following meanings, except alternative meanings according to the context:</p> <p>.....</p> <p><u>“controlling shareholders”</u></p> <p><u>Shareholders who hold more than 50 percent of the total share capital of the Company in ordinary shares (including preference shares with restored voting rights); and shareholders who hold less than 50 percent of the shares, but whose voting rights based on the shares they hold are sufficient to have a significant impact on the resolutions of the shareholders’ general meeting.</u></p>

No.	Before amendments	After amendments
		<p data-bbox="901 257 1189 291"><u>“de facto controller”</u></p> <p data-bbox="901 358 1434 560"><u>A person who is not a shareholder of the Company but who, through an investment relationship, agreement or other arrangement, is in a position to actually dictate the behaviour of the company.</u></p> <p data-bbox="901 593 1197 627"><u>“related relationship”</u></p> <p data-bbox="901 694 1434 1075"><u>Relationships between the Company’s controlling shareholders, de facto controllers, Directors, supervisors and senior management and the enterprises they directly or indirectly control, as well as other relationships that may lead to the transfer of the Company’s interests. However, state-controlled enterprises are related to each other not only because they are state-controlled.</u></p> <p data-bbox="901 1108 1236 1142"><u>“Independent Directors”</u></p> <p data-bbox="901 1176 1434 1691">the Directors who do not hold any position in the Company other than the Directors, and have no direct or indirect interests with the <del>listed companies</del> <u>Company</u> and <del>their</del> <u>its</u> respective major shareholders, persons with de facto control or other relationship that may affect such Directors’ ability to make independent and objective judgments, and comply with the requirements on independence as stipulated in the relevant rules of the stock exchange(s) on which the Company’s shares are listed</p> <p data-bbox="901 1736 965 1769">.....</p>

## II. AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

No.	Before amendments	After amendments
1	<p>Article 4</p> <p>The general meeting shall exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) To determine the Company's business objectives and investment plans;</li> <li>(2) To elect and replace directors and to determine matters relating to Directors' remuneration;</li> <li>(3) To elect and replace the supervisors who are representatives of the shareholders, and to decide on matters related to the remuneration of the supervisors;</li> <li>(4) To consider and approve the report of the Board of Directors;</li> <li>(5) To consider and approve the report of the Supervisory Committee;</li> <li>(6) To consider and approve the annual financial budget proposal and final accounting schemes of the Company;</li> <li>(7) To consider and approve the profit distribution proposal and loss recovery plan of the Company;</li> <li>(8) To resolve on the increase or reduction of the registered capital of the Company;</li> <li>(9) To resolve on the merger, demerger, dissolution, liquidation or change of corporate form of the Company;</li> </ol>	<p>Article 4</p> <p>The general meeting shall exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) <del>To determine the Company's business objectives and investment plans;</del></li> <li>(2) To elect and replace directors and to determine matters relating to Directors' remuneration;</li> <li>(<del>3</del>2) To elect and replace the supervisors who are <u>staff</u> representatives <del>of the shareholders</del>, and to decide on matters related to the remuneration of the supervisors;</li> <li>(<del>4</del>3) To consider and approve the report of the Board of Directors;</li> <li>(<del>5</del>4) To consider and approve the report of the Supervisory Committee;</li> <li>(<del>6</del>) <del>To consider and approve the annual financial budget proposal and final accounting schemes of the Company;</del></li> <li>(<del>7</del>5) To consider and approve the profit distribution proposal and loss recovery plan of the Company;</li> <li>(<del>8</del>6) To resolve on the increase or reduction of the registered capital of the Company;</li> <li>(<del>9</del>7) To resolve on the merger, demerger, dissolution, liquidation or change of corporate form of the Company;</li> </ol>

No.	Before amendments	After amendments
	<p>(10) To resolve on the issue of bonds by the Company;</p> <p>(11) To resolve on the employment, dismissal or non-renewal of the accounting firm by the Company;</p> <p>(12) To amend the Articles of Association;</p> <p>(13) To consider temporary proposals from shareholders who individually or collectively hold more than 3% of the Company's shares;</p> <p>(14) To resolve on transactions in which the amount of the Company's purchase or sale of material assets within one year exceeds 30% of the Company's latest audited total assets;</p> <p>(15) To resolve on external guarantees that are required by laws, regulations and the Articles of Association to be approved by the general meeting;</p> <p>(16) To consider and approve the change of use of proceeds;</p> <p>(17) To consider the equity incentive plans;</p> <p>(18) Other matters that should be resolved by the general meeting as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Subject to compliance with relevant laws, regulations, the Listing Rules and the provisions of the Articles of Association, if the Company issues preference shares, the rights and obligations of the shareholders thereof shall be determined by the general meeting.</p>	<p><del>(108)</del> To resolve on the issue of bonds by the Company;</p> <p><del>(119)</del> To resolve on the employment, dismissal or non-renewal of the accounting firm by the Company;</p> <p><del>(1210)</del> To amend the Articles of Association;</p> <p><del>(1311)</del> To consider temporary proposals from shareholders who individually or collectively hold more than 31% of the Company's shares;</p> <p><del>(1412)</del> To resolve on transactions in which the amount of the Company's purchase or sale of material assets within one year exceeds 30% of the Company's latest audited total assets;</p> <p><del>(1513)</del> To resolve on external guarantees that are required by laws, regulations and the Articles of Association to be approved by the general meeting;</p> <p><del>(1614)</del> To consider and approve the change of use of proceeds;</p> <p><del>(1715)</del> To consider the equity incentive plans;</p> <p><del>(1816)</del> Other matters that should be resolved by the general meeting as stipulated by laws, administrative regulations, <u>listing rules of the place where the Company is listed</u> <del>departmental rules</del> and the Articles of Association.</p> <p><u>The general meeting may authorise the Board to resolve on the issue of corporate bonds.</u></p> <p>Subject to compliance with relevant laws, regulations, the Listing Rules and the provisions of the Articles of Association, if the Company issues preference shares, the rights and obligations of the shareholders thereof shall be determined by the general meeting.</p>

No.	Before amendments	After amendments
2	<p data-bbox="355 264 467 293">Article 5</p> <p data-bbox="355 322 877 443">The following guarantees of the Company shall be considered by the Board and submitted to general meeting for consideration and approval:</p> <ol data-bbox="355 472 877 1375" style="list-style-type: none"> <li data-bbox="355 472 877 678">(1) Any provision of guarantee when the aggregate amount of the guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets of the Company;</li> <li data-bbox="355 707 877 792">(2) The provision of guarantee to a debtor whose asset to liability ratio exceeds 70%;</li> <li data-bbox="355 822 877 907">(3) The amount of any single guarantee exceeds 10% of the latest audited net assets of the Company;</li> <li data-bbox="355 936 877 1021">(4) Guarantees provided to shareholders, actual controllers and their related parties;</li> <li data-bbox="355 1050 877 1200">(5) Any guarantee where the total amount of the Company's external guarantees reaches or exceeds 30% of the Company's latest audited total assets;</li> <li data-bbox="355 1229 877 1375">(6) Other guarantees that shall be submitted to a general meeting for consideration and approval under the laws, regulations and the Articles of Association.</li> </ol>	<p data-bbox="904 264 1016 293">Article 5</p> <p data-bbox="904 322 1426 501"><u>Any external guarantee of the Company is subject to the approval of the Board.</u> The following guarantees of the Company shall be considered by the Board and submitted to general meeting for consideration and approval:</p> <ol data-bbox="904 530 1426 1727" style="list-style-type: none"> <li data-bbox="904 530 1426 736">(1) Any provision of guarantee when the aggregate amount of the guarantees provided by the Company and its controlling subsidiaries <del>reaches or exceeds</del> 50% of the latest audited net assets of the Company;</li> <li data-bbox="904 766 1426 851">(2) The provision of guarantee to a debtor whose asset to liability ratio exceeds 70%;</li> <li data-bbox="904 880 1426 965">(3) The amount of any single guarantee exceeds 10% of the latest audited net assets of the Company;</li> <li data-bbox="904 994 1426 1079">(4) <del>Guarantees provided to shareholders, actual controllers and their related parties;</del></li> <li data-bbox="904 1108 1426 1350"><del>(5) Any guarantee where provided after the total amount of the Company's external guarantees reaches or exceeds 30% of the Company's latest audited total assets;</del> <u>calculated on an accumulative basis over a period of twelve consecutive months;</u></li> <li data-bbox="904 1379 1426 1529"><u>(5) Any guarantee that exceeds 50% of the Company's latest audited net assets, calculated on an accumulative basis over a period of twelve consecutive months;</u></li> <li data-bbox="904 1559 1426 1727">(6) Other guarantees that shall be submitted to a general meeting for consideration and approval under the laws, regulations, <u>listing rules of the relevant stock exchanges</u> and the Articles of Association.</li> </ol> <p data-bbox="904 1756 1426 1899"><u>The guarantee in paragraph (4) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.</u></p>



No.	Before amendments	After amendments
3	<p>Article 8</p> <p>General meetings are divided into annual general meetings and extraordinary general meetings.</p>	<p>Article 8</p> <p>General meetings are divided into annual general meetings and extraordinary general meetings.</p>
4	<p>Article 11</p> <p>The Board shall convene an extraordinary general meeting within two months in any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) When the number of directors is less than the number required by the Companies Law or less than two-thirds of the number required by the Articles of Association;</li> <li>(2) When the Company's unrecovered losses amount to one-third of its total paid-up share capital;</li> <li>(3) When shareholders legally and validly holding individually or collectively more than 10% (including 10%) of the voting shares of the Company request in writing the convening of an extraordinary general meeting;</li> <li>(4) Whenever the Board considers it necessary;</li> <li>(5) When the Supervisory Committee proposes to convene; or</li> <li>(6) Other circumstances as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</li> </ol> <p>If the Company is unable to convene a general meeting within the aforesaid period, it shall, in accordance with the provisions of the relevant laws and regulations and the Listing Rules, report to the relevant regulatory authorities and the stock exchange in which the Company's shares are listed, stating the reasons and making an announcement (if necessary).</p>	<p>Article 11</p> <p>The Board shall convene an extraordinary general meeting within two months in any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) When the number of directors is less than the number required by the Companies Law or <del>less than two-thirds</del> of the number required by the Articles of Association;</li> <li>(2) When the Company's unrecovered losses amount to one-third of its total <del>paid-up</del> share capital;</li> <li>(3) When <u>requested by</u> shareholders <del>legally and validly</del> holding individually or collectively more than 10% (including 10%) of the <del>voting shares of the Company's</del> <u>shares</u> <del>request in writing the convening of an extraordinary general meeting;</del></li> <li>(4) Whenever the Board considers it necessary;</li> <li>(5) When the Supervisory Committee proposes to convene; or</li> <li>(6) Other circumstances as stipulated by laws, <del>administrative regulations, departmental rules or</del> the Articles of Association.</li> </ol> <p>If the Company is unable to convene a general meeting within the aforesaid period, it shall, in accordance with the provisions of the relevant laws and regulations and the Listing Rules, report to the relevant regulatory authorities and the stock exchange in which the Company's shares are listed, stating the reasons and making an announcement (if necessary).</p>



No.	Before amendments	After amendments
5	<p data-bbox="352 264 480 297">Article 17</p> <p data-bbox="352 331 879 577">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="352 611 879 958">Shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting, announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.</p> <p data-bbox="352 992 879 1205">Save and except for the circumstances referred to in the preceding paragraphs, after the Board issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added.</p> <p data-bbox="352 1238 879 1406">Any proposal not set out in the notice of the general meeting or inconsistent with the provision of Article 18 of the Rules and this article may not be voted or resolved at the general meeting.</p>	<p data-bbox="901 264 1029 297">Article 17</p> <p data-bbox="901 331 1428 544">When the Company convenes a general meeting, the Board, supervisory committee and shareholder(s) individually or jointly holding more than <del>±3%</del> 31% of the Company's shares shall have the right to submit new proposals to the Company.</p> <p data-bbox="901 577 1428 1238"><u>Shareholders individually or jointly holding more than 31% of the Company's shares may raise a provisional proposal and submit to the <del>convenor Board</del> in writing 10 days prior to the date of the general meeting. The <del>convenor Board</del> shall issue a supplemental notice of general meeting, announcing the <u>names of the shareholders who have put forward the provisional proposal, their shareholding ratio and the contents of the additional provisional proposal, unless the provisional proposal is in violation of the laws, administrative regulations or the Articles of Association or does not fall within the scope of the general meeting's terms of reference. <del>contents of the provisional proposals within 2 days upon receipt of the proposals.</del></u></u></p> <p data-bbox="901 1272 1428 1720">Save and except for the circumstances referred to in the preceding paragraphs, after the <del>convenor Board</del> issues the notice of a general meeting, no change shall be made to the proposals stated in the notice and no new proposals shall be added. <u>Where the convenor is required to make additions or corrections to the disclosure of a proposal in accordance with the regulations, the proposal shall not be materially altered and an announcement of the relevant additions or corrections shall be published within the prescribed time.</u></p>

No.	Before amendments	After amendments
	<p>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</p> <p>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</p>	<p>Any proposal not set out in the notice of the general meeting or inconsistent with the provision of Article 18-16 of the Rules and this article may not be voted or resolved at the general meeting.</p> <p><del>The Board shall review the contents of the provisional proposals submitted by the shareholders to confirm if they fall within the terms of reference of general meetings, if they have definite topics to discuss and specific matters to resolve, if they comply with the relevant provisions of the laws, administrative regulations and the Articles of Association. If proposals submitted by the shareholders fail to satisfy the above principles, the Board may not submit such proposals at the general meeting for voting, provided that reasons and explanations shall be made at the general meeting.</del></p> <p><del>When the Board does not include the provisional proposal raised by shareholders in the agenda of a general meeting and such shareholders concerned have objections, they may convene a separate extraordinary general meeting in accordance with the relevant provisions, procedures and requirements of the Articles of Association.</del></p>

No.	Before amendments	After amendments
6	<p data-bbox="355 277 480 309">Article 18</p> <p data-bbox="355 376 879 1648">When the Company is to hold a general meeting, it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 20 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting; and it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 15 days or 10 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting), whichever is longer, prior to the extraordinary general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the time specified in the notice of the meeting.</p>	<p data-bbox="904 277 1029 309">Article 18</p> <p data-bbox="904 376 1428 1648">When the Company is to hold a general meeting, it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 20 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting) prior to the annual general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting; and it shall issue a notice by means of a public announcement or other means as prescribed in the Articles of Association 15 days or 10 working days (excluding the date of issuance of notice of the meeting and the date of convening the meeting), whichever is longer, prior to the extraordinary general meeting informing each shareholder of the date and place of the meeting, as well as the matters to be examined at the meeting. <del>A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting within the time specified in the notice of the meeting.</del></p>

No.	Before amendments	After amendments
7	<p data-bbox="352 277 480 309">Article 19</p> <p data-bbox="352 367 879 450">The notice of a general meeting shall meet the following requirements:</p> <ol data-bbox="352 501 879 1704" style="list-style-type: none"> <li data-bbox="352 501 879 674">(1) be given by way of announcement or by any other means as provided in the Articles of Association (if necessary);</li> <li data-bbox="352 725 879 808">(2) specify the venue, date and time of the meeting;</li> <li data-bbox="352 860 879 943">(3) set out the matters and proposals to be considered at the meeting;</li> <li data-bbox="352 994 879 1704">(4) provide such information and explanation as are necessary for the shareholders to make an informed judgment on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the actual conditions and the agreement (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</li> </ol>	<p data-bbox="901 277 1029 309">Article 19</p> <p data-bbox="901 367 1428 450">The notice of a general meeting shall meet the following requirements:</p> <ol data-bbox="901 501 1428 1704" style="list-style-type: none"> <li data-bbox="901 501 1428 674">(1) be given by way of announcement or by any other means as provided in the Articles of Association (if necessary);</li> <li data-bbox="901 725 1428 808">(2) specify the venue, <u>date and time and term</u> of the meeting;</li> <li data-bbox="901 860 1428 943">(3) set out the matters and proposals to be considered at the meeting;</li> <li data-bbox="901 994 1428 1704"><del>(4) provide such information and explanation as are necessary for the shareholders to make an informed judgment on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the actual conditions and the agreement (if any) of the proposed transaction shall be provided, and the cause and effect of such proposal shall be properly explained;</del></li> </ol>

No.	Before amendments	After amendments
	<p>(5) disclose the nature and degree of the material interest of any Director, supervisor, general manager or other Senior Management in the matters to be considered. In case that the impact of the matters to be considered on such Director, supervisor, general manager and other Senior Management as a shareholder is different from that on other shareholders of the same class, the difference shall be stated;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>.....</p>	<p><del>(5) disclose the nature and degree of the material interest of any Director, supervisor, general manager or other Senior Management in the matters to be considered. In case that the impact of the matters to be considered on such Director, supervisor, general manager and other Senior Management as a shareholder is different from that on other shareholders of the same class, the difference shall be stated;</del></p> <p><del>(6) set out the full text of any special resolution proposed to be passed at the meeting;</del></p> <p>.....</p>
8	<p>Article 22</p> <p>.....</p> <p>For holders of A shares, notification of the general meeting can also be made in the form of an announcement. The aforementioned announcement shall be published on the websites of the securities exchanges and one or more national newspapers designated by the securities authority of the State Council within the period specified in Article 18 of the Rules; after the publication of such announcement, the holders of A shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, notification of the general meeting can also be made in the form of an announcement in accordance with the relevant provisions of the listing rules and the Articles of Association.</p>	<p>Article 22</p> <p>.....</p> <p>For holders of A shares, notification of the general meeting can also be made in the form of an announcement. The aforementioned announcement shall be published on the websites of the securities exchanges and one or more national newspapers <u>set designated</u> by the securities <u>regulatory</u> authority of the State Council within the period specified in Article 18 of the Rules; after the publication of such announcement, the holders of A shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, notification of the general meeting can also be made in the form of an announcement in accordance with the relevant provisions of the listing rules and the Articles of Association.</p> <p><u>The accidental omission to send notice of a meeting to, or the non-receipt of notice of a meeting by, a person entitled to notice shall not invalidate the meeting and the resolutions passed at the meeting.</u></p>

No.	Before amendments	After amendments
9	Addition	<p data-bbox="901 280 1029 313"><u>Article 29</u></p> <p data-bbox="901 376 1434 741"><u>The form of proxy issued by a shareholder to appoint another person to attend a general meeting and the form of proxy issued by the Board of the Company to a shareholder for the purpose of appointing another person to attend the general meeting shall contain the following particulars:</u></p> <ol data-bbox="901 801 1434 1753" style="list-style-type: none"> <li data-bbox="901 801 1220 835">(1) <u>Name of the proxy;</u></li> <li data-bbox="901 898 1434 981">(2) <u>Whether or not they have the right to vote;</u></li> <li data-bbox="901 1043 1434 1272">(3) <u>Instructions to vote for, against or abstain from voting on each item of business to be considered for inclusion on the agenda of the general meeting, respectively;</u></li> <li data-bbox="901 1335 1434 1417">(4) <u>The date of issuance and validity period of the proxy form;</u></li> <li data-bbox="901 1480 1434 1753">(5) <u>The signature (or seal) of the proxy. If the proxy is a corporate shareholder, it shall be sealed with the seal of the legal entity or signed by its director or duly appointed proxy.</u></li> </ol>

No.	Before amendments	After amendments
10	<p data-bbox="355 277 480 309">Article 33</p> <p data-bbox="355 376 879 1025">The convenor and relevant legal advisers shall jointly verify the legal eligibility of the shareholders based on the register of members provided by the securities registration and clearing institution and shall register the names of the shareholders together with the numbers of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares in their possession, the relevant registration for the meeting shall be concluded.</p>	<p data-bbox="903 277 1027 309"><u>Article 34</u></p> <p data-bbox="903 376 1433 790"><u>The Company shall be responsible for preparing a register of persons attending the general meeting. The register shall state the names (or unit names), identity numbers, residential addresses, the number of shares held or represented by voting rights, and the names (or unit names) of the shareholders or their proxies of the attendees of the meeting.</u></p> <p data-bbox="903 857 1027 889"><del>Article 33</del></p> <p data-bbox="903 956 1433 1606">The convenor and relevant legal advisers shall jointly verify the legal eligibility of the shareholders based on the register of members provided by the securities registration and clearing institution and shall register the names of the shareholders together with the numbers of voting shares in their possession. Before the chairman of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares in their possession, the relevant registration for the meeting shall be concluded.</p>

No.	Before amendments	After amendments
11	<p data-bbox="352 277 480 311">Article 37</p> <p data-bbox="352 376 879 1507">The chairman of the Board shall convene the general meeting and shall be the chairman of the meeting. If the chairman is unable to perform his duties or fails to perform his duties, the vice-chairman shall preside over the meeting and act as chairman of the meeting. If both the chairman and the vice-chairman are unable to perform their duties or fail to perform their duties, one of the directors shall be elected by a majority of the directors to preside over the meeting and act as the chairman of the meeting; if no chairman of the meeting has been appointed, the shareholders present at the meeting may choose one of them to act as the chairman of the meeting; if, for any reason, the shareholders are unable to elect a chairman of the meeting, the shareholder present at the meeting who owns the largest number of shares with the right to vote, including the shareholder's proxy, shall act as the chairman of the meeting.</p>	<p data-bbox="901 277 1155 311"><del>Article 37</del>Article 38</p> <p data-bbox="901 376 1433 1603">The <del>chairman of the</del> Board shall convene the general meeting and <del>shall be the</del> <u>chairman of the Board presides over and serves as</u> the chairman of the meeting. If the chairman is unable to perform his duties or fails to perform his duties, the vice-chairman shall preside over the meeting and act as chairman of the meeting. If both the chairman and the vice-chairman are unable to perform their duties or fail to perform their duties, one of the directors shall be elected by <u>more than half (not including half)</u> of the directors to preside over the meeting and act as the chairman of the meeting; if no chairman of the meeting has been appointed, the shareholders present at the meeting may choose one of them to act as the chairman of the meeting; if, for any reason, the shareholders are unable to elect a chairman of the meeting, the shareholder present at the meeting who owns the largest number of shares with the right to vote, including the shareholder's proxy, shall act as the chairman of the meeting.</p>



No.	Before amendments	After amendments
	<p>The chairman of the Supervisory Committee shall preside at any general meeting convened by the Supervisory Committee itself. If the chairman of the Supervisory Committee is unable to perform his/her duties or does not perform his/her duties, a Supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.</p> <p>.....</p>	<p>The chairman of the Supervisory Committee shall preside at any shareholders' general meeting convened by the Supervisory Committee itself. If the chairman of the Supervisory Committee is unable to perform his/her duties or does not perform his/her duties, a Supervisor jointly elected by <del>more than half of</del> <u>more than half (not including half)</u> of the Supervisors shall preside over the meeting.</p> <p>.....</p>
12	<p>Article 40</p> <p>When the Company convenes a general meeting, it shall engage a lawyer to issue a legal opinion on the following issues and make an announcement:</p> <p>(1) Whether the convening of meetings and the procedures for convening meetings are in compliance with the laws, administrative regulations, these Rules and the Articles of Association;</p> <p>.....</p>	<p><del>Article 40</del> <u>Article 41</u></p> <p>When the Company convenes a general meeting, it shall engage a lawyer to issue a legal opinion on the following issues and make an announcement:</p> <p>(1) Whether the convening of meetings and the procedures for convening meetings are in compliance with the laws, administrative regulations, <u>Rules Governing General Meetings of Listed Companies</u> <del>these Rules</del> and the Articles of Association;</p> <p>.....</p>

No.	Before amendments	After amendments
13	<p data-bbox="352 271 480 300">Article 43</p> <p data-bbox="352 344 879 454">The following matters shall be resolved by way of a special resolution of the general meeting:</p> <ol data-bbox="352 495 879 1496" style="list-style-type: none"> <li data-bbox="352 495 879 640">(1) Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities;</li> <li data-bbox="352 680 879 710">(2) Issuance of Company's debentures;</li> <li data-bbox="352 750 879 824">(3) Division, merger, dissolution and liquidation of the Company;</li> <li data-bbox="352 864 879 938">(4) Amendments to the Articles of Association;</li> <li data-bbox="352 978 879 1160">(5) The Company purchases, sells or guarantees significant assets for an amount exceeding 30% of the Company's latest audited total assets within one year;</li> <li data-bbox="352 1200 879 1229">(6) Share Incentive Scheme; and</li> <li data-bbox="352 1270 879 1496">(7) Other matters which resolved by way of an ordinary resolution of the general meeting which may have a significant impact on the Company, shall be approved by way of a special resolution.</li> </ol>	<p data-bbox="901 271 1155 300"><del>Article 43</del> <u>Article 44</u></p> <p data-bbox="901 344 1428 454">The following matters shall be resolved by way of a special resolution of the general meeting:</p> <ol data-bbox="901 495 1428 1944" style="list-style-type: none"> <li data-bbox="901 495 1428 676">(1) <del>Increase or reduction of the Company share capital and issuance of any class of shares, warrants or other similar securities;</del> <u>decrease of the Company's registered capital;</u></li> <li data-bbox="901 716 1428 745"><del>(2)</del> Issuance of Company's debentures;</li> <li data-bbox="901 786 1428 896"><del>(3)</del> Division, <u>spin-off</u>, merger, dissolution and liquidation of the Company;</li> <li data-bbox="901 936 1428 1010"><del>(4)</del> <u>(43)</u> Amendments to the Articles of Association;</li> <li data-bbox="901 1050 1428 1232"><del>(5)</del> <u>(54)</u> The Company purchases, sells or guarantees significant assets for an amount exceeding 30% of the Company's latest audited total assets within one year;</li> <li data-bbox="901 1272 1428 1301"><del>(6)</del> <u>(65)</u> Share Incentive Scheme; and</li> <li data-bbox="901 1344 1428 1944"><del>(7)</del> <u>(76)</u> <del>Other matters which resolved by way of an ordinary resolution of the general meeting which may have a significant impact on the Company, shall be approved by way of a special resolution.</del> <u>Laws, administrative regulations, the listing rules of the place where the Company is listed or the Articles of Association, as well as any other matters which the shareholders at the general meeting may by ordinary resolution consider to be of material importance to the Company and which require the passing of a special resolution.</u></li> </ol>

No.	Before amendments	After amendments
14	<p>Article 45</p> <p>.....</p> <p>If any shareholders are required to abstain from voting on any resolution pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or are restricted by such requirements to the extent that they could only vote for or against the resolution, for the purposes of determining whether the necessary quorum is present or whether sufficient votes are obtained to pass the resolution, any vote that is in breach of the above provisions or restrictions shall not be counted in the voting results. During the voting, any existing privileges or restrictions attached to the voting rights of any class of shares at the time shall be complied with, and the relevant applicable provisions of laws, regulations and the Articles of Association should be complied with.</p>	<p><del>Article 45</del> <u>Article 46</u></p> <p>.....</p> <p>If any shareholders are required to abstain from voting on any resolution pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or are restricted by such requirements to the extent that they could only vote for or against the resolution, for the purposes of determining whether the necessary quorum is present or whether sufficient votes are obtained to pass the resolution, any vote that is in breach of the above provisions or restrictions shall not be counted in the voting results. <del>During the voting, any existing privileges or restrictions attached to the voting rights of any class of shares at the time shall be complied with, and the relevant applicable provisions of laws, regulations and the Articles of Association should be complied with.</del></p> <p><u>When the general meeting deliberates on material matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted individually. The results of individual vote counting shall be publicly disclosed in a timely manner.</u></p>
15	<p>Article 46</p> <p>Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders to attend the general meeting through modern information technologies such as providing network voting platform, etc.</p> <p>.....</p>	<p><del>Article 46</del> <u>Article 47</u></p> <p>Subject to ensuring the legitimacy and effectiveness of the general meeting, the Company shall provide convenience to the shareholders to attend the general meeting through modern information technologies such as providing network voting platform, etc.</p> <p><u>Where internet voting is adopted at a general meeting of the Company, the time for voting by internet voting and the voting procedures shall be clearly stated in the notice of the general meeting.</u></p> <p>.....</p>

No.	Before amendments	After amendments
16	<p data-bbox="355 264 480 297">Article 49</p> <p data-bbox="355 338 879 714">Except for accumulative voting system, all the proposals shall be voted item by item at the general meeting, and different proposals concerning the same matter shall be voted in chronological order of their respective dates of submission. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p> <p data-bbox="355 757 416 779">.....</p>	<p data-bbox="904 264 1153 297"><del>Article 49</del>Article 50</p> <p data-bbox="904 338 1434 714">Except for accumulative voting system, all the proposals shall be voted item by item at the general meeting, and different proposals concerning the same matter shall be voted in chronological order of their respective dates of submission. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p> <p data-bbox="904 757 1434 920"><u>No changes will be made to the proposal when it is considered at the general meeting; otherwise, the change shall be considered a new proposal and cannot be voted on at this general meeting.</u></p> <p data-bbox="904 969 965 992">.....</p>
17	<p data-bbox="355 1014 480 1048">Article 51</p> <p data-bbox="355 1088 879 1391">Before a resolution is put to vote at a general meeting, two shareholders shall be nominated as representatives to participate in vote counting and scrutinizing. If a shareholder is connected with the matter under consideration, such shareholder or his proxy shall not participate in vote counting or scrutinizing.</p> <p data-bbox="355 1433 879 1704">When the shareholders are voting on the proposals, lawyers, shareholder representatives, supervisor representatives and the person(s) specified by the stock exchange(s) on which the Company's shares are listed (or the listing rules thereof) shall count and scrutinize the votes jointly.</p>	<p data-bbox="904 1014 1153 1048"><del>Article 51</del>Article 52</p> <p data-bbox="904 1088 1434 1359">Before a resolution is put to vote at a general meeting, two shareholders shall be nominated as representatives to participate in vote counting and scrutinizing. If a shareholder is connected with the matter under consideration, such shareholder or his proxy shall not participate in vote counting or scrutinizing.</p> <p data-bbox="904 1431 1434 1839">When the shareholders are voting on the proposals, lawyers, shareholder representatives, supervisor representatives and the person(s) specified by the stock exchange(s) on which the Company's shares are listed (or the listing rules thereof) shall count and scrutinize the votes jointly,<u> and the results of the voting shall be announced on the spot, and the results of the voting on the resolution shall be recorded in the minutes of the meeting.</u></p>

No.	Before amendments	After amendments
	<p>Shareholders of the Company or his proxy who vote via the internet are entitled to check and inspect their voting results through the relevant voting system.</p> <p>The on-site general meeting shall not end earlier than those held by online means. Prior to the formal announcement of the voting results, the related parties involved in the on-site general meeting and online voting, such as the listed company, vote counters, scrutineers, major shareholders and network service provider, shall undertake the obligations of confidentiality for the voting results.</p>	<p>Shareholders of the Company or his proxy who vote via the internet are entitled to check and inspect their voting results through the relevant voting system.</p> <p>The on-site general meeting shall not end earlier than those held by online means, <u>and the chairman of the meeting shall announce the voting status and result of each proposal, and announce whether the proposal is approved or not according to the voting result.</u></p> <p>Prior to the formal announcement of the voting results, the related parties involved in the on-site general meeting and online voting, such as the listed company, vote counters, scrutineers, major shareholders and network service provider, shall undertake the obligations of confidentiality for the voting results.</p>
18	<p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”.</p> <p>.....</p>	<p><u>Article 54</u></p> <p>Shareholders attending the general meeting shall submit their voting in respect of the proposals put forward in the following ways: “for”, “against” or “abstain”. <u>Unless the securities registration and clearing institution, as a nominee holder of stocks traded under the Stock Connect arrangements between the Mainland and Hong Kong, makes a declaration in accordance with the intention of the actual holder.</u></p> <p>.....</p>
19	<p>Article 53</p> <p>In the case of equivalency between the dissenting votes and affirmative votes, the chairman of the meeting shall be entitled to an additional vote.</p>	<p><del>Article 53</del></p> <p><del>In the case of equivalency between the dissenting votes and affirmative votes, the chairman of the meeting shall be entitled to an additional vote.</del></p>

No.	Before amendments	After amendments
20	<p>Article 56</p> <p>If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting shall be signed by the chairman (chairman of the meeting) and directors, supervisors, secretary to the Board, the convener or their representatives attending the meeting.</p> <p>Resolutions passed at a general meeting shall be recorded as minutes of the meeting. The meeting minutes and the meeting summary shall be in Chinese. The meeting minutes, together with the book of signatures of the shareholders attending the meeting and the proxy form for proxy attendance, etc., shall be kept at the Company's domicile for a period of not less than 10 years.</p>	<p><del>Article 56</del><u>Article 57</u></p> <p>If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p><u>The convener shall ensure that the minutes are true, accurate and complete.</u> The convener shall ensure that the minutes are true, accurate and complete. The minutes of the meeting shall be signed by the chairman (chairman of the meeting) and directors, supervisors, secretary to the Board, the convener or their representatives attending the meeting.</p> <p>Resolutions passed at a general meeting shall be recorded as minutes of the meeting. The meeting minutes and the meeting summary shall be in Chinese. The meeting minutes, together with the book of signatures of the shareholders attending the meeting and the proxy form for proxy attendance, etc., shall be kept at the Company's domicile for a period of not less than 10 years.</p>
21	<p>Article 57</p> <p>The minutes of the meeting shall contain the following contents:</p> <p>.....</p>	<p><del>Article 57</del><u>Article 58</u></p> <p>The minutes of the meeting <u>shall be taken by the secretary of the Board and</u> shall contain the following contents:</p> <p>.....</p>
22	<p>Article 58</p> <p>Copies of minutes of general meetings are available for inspection by shareholders free of charge during the Company's business hours. Any shareholder who requests a copy of the relevant minutes from the Company shall be sent a copy within 7 days of the receipt of a reasonable charge by the Company.</p>	<p><del>Article 58</del></p> <p><del>Copies of minutes of general meetings are available for inspection by shareholders free of charge during the Company's business hours. Any shareholder who requests a copy of the relevant minutes from the Company shall be sent a copy within 7 days of the receipt of a reasonable charge by the Company.</del></p>

No.	Before amendments	After amendments
23	<p>Article 59</p> <p>Resolutions of a general meeting shall be announced in a timely manner, and the announcement shall set out the number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and their proportion to the total number of voting shares of the Company, the manner of voting, the voting results of each proposal and the details of each resolution passed, and shall comply with the relevant requirements of the Listing Rules.</p> <p>.....</p>	<p>Article 59</p> <p>Resolutions of a general meeting shall be announced in a timely manner, and the announcement shall set out <u>the time, venue, method and convener of the meeting</u>, the number of shareholders and proxies attending the meeting, the total number of shares holding voting rights and their proportion to the total number of voting shares of the Company, the manner of voting, the voting results of each proposal and <u>concluding comments on legal opinions</u> <del>the details of each resolution passed</del>, and shall comply with the relevant requirements of the Listing Rules.</p> <p>.....</p>
24	<p>Article 63</p> <p>Resolutions of a general meeting of the Company that are in violation of laws, administrative regulations or the Listing Rules shall be void.</p> <p>Where the procedures for convening a general meeting or the manner of voting at a general meeting are in violation of the laws, administrative regulations, the Listing Rules or the Articles of Association, or where the contents of a resolution are in violation of the Articles of Association, the shareholders may request the People’s Court to revoke it within 60 days from the date on which the resolution is made.</p>	<p>Article 63</p> <p>Resolutions of a general meeting of the Company that are in violation of laws <u>and</u>; administrative regulations <del>or the Listing Rules</del> shall be void.</p> <p>Where the procedures for convening a general meeting or the manner of voting at a general meeting are in violation of the laws, administrative regulations; <del>the Listing Rules</del> or the Articles of Association, or where the contents of a resolution are in violation of the Articles of Association, the shareholders may request the People’s Court to revoke it within 60 days from the date on which the resolution is made.</p> <p><u>However, unless there is only a minor defect in the procedures for convening the general meeting, the board meeting or in the manner of voting, which does not have a material effect on the resolution.</u></p>

No.	Before amendments	After amendments
25	<p data-bbox="352 277 480 311">Article 77</p> <p data-bbox="352 376 879 981">These Rules shall be submitted to the General Meeting for consideration and approval and shall become effective upon obtaining the approval from the China Securities Regulatory Commission for the listing of the Company's A Shares and the completion of the A Shares Issue. Amendments to these Rules shall be decided by the general meeting and the Board shall be authorised by the general meeting to prepare draft amendments, which shall become effective upon approval by the general meeting.</p>	<p data-bbox="901 277 1029 311">Article 77</p> <p data-bbox="901 376 1428 981"><del>These Rules shall be submitted to the General Meeting for consideration and approval and shall become effective upon obtaining the approval from the China Securities Regulatory Commission for the listing of the Company's A Shares and the completion of the A Shares Issue. Amendments to these Rules shall be decided by the general meeting and the Board shall be authorised by the general meeting to prepare draft amendments, which shall become effective upon approval by the general meeting.</del></p>



### III. AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD OF DIRECTORS

No.	Before amendments	After amendments
1	<p>Article 4.</p> <p>.....</p> <p>The Board shall have the right to examine the qualifications of Directors and resolutions in respect of the qualifications of Directors shall be passed by more than one-half of all the Directors.</p> <p>The Chairman of the Board shall be elected and removed by more than half of all the Directors. The Chairman of the Board and the vice chairman (or vice chairmen) of the Board shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms.</p> <p>.....</p> <p>Directors may assume the position as general managers or other Senior Management of the Company (other than supervisors). The Directors are not required to hold shares of the Company.</p>	<p>Article 4.</p> <p>.....</p> <p><del>The Board shall have the right to examine the qualifications of Directors and resolutions in respect of the qualifications of Directors shall be passed by more than one-half of all the Directors.</del></p> <p>The Chairman and vice chairman of the Board shall be elected and removed by <u>more than half of more than half (not including half)</u> of all the Directors. The Chairman of the Board and the vice chairman (or vice chairmen) of the Board shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms.</p> <p>.....</p> <p>Directors may assume the position as general managers or other Senior Management of the Company (other than supervisors), <u>but the total number of directors who concurrently hold the position of manager or other senior management positions shall not exceed one-half of the total number of directors of the Company.</u> The Directors are not required to hold shares of the Company.</p>

No.	Before amendments	After amendments
2	<p>Articles 12.</p> <p>The Board of Directors shall be accountable to the general meeting and shall exercise the following functions and powers:</p> <p>(1) To be responsible for the convening of the general meeting and to report its work to the shareholders in general meetings;</p> <p>(2) To implement the resolutions of general meeting;</p> <p>(3) To decide on the business plans and investment plans of the Company;</p> <p>(4) To formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>.....</p>	<p>Articles 12.</p> <p>The Board of Directors shall be accountable to the general meeting and shall exercise the following functions and powers:</p> <p>(1) To be responsible for the convening of the general meeting and to report its work to the shareholders in general meetings;</p> <p>(2) To implement the resolutions of general meeting;</p> <p>(3) To decide on the business plans and investment plans of the Company;</p> <p><del>(4) To formulate the proposed annual financial budgets and final accounts of the Company;</del></p> <p>.....</p>
3	<p>Article 15.</p> <p>Unless otherwise provided in the applicable laws and regulations and/or Listing Rules, the Board shall have the right to make decisions on investment (including venture investment) or acquisition projects within the authorisation of the shareholders. For major investments or acquisitions beyond the authorisation to the Board, the Board shall engage relevant experts and professionals to appraise and propose it to the general meeting for approval.</p>	<p>Article 15.</p> <p>Unless otherwise provided in the applicable laws and regulations and/or Listing Rules, the Board shall have the right to make decisions on investment (including venture investment) or acquisition projects within the authorisation <u>by the shareholders' general meeting</u> of the shareholders. For major investments or acquisitions beyond the authorisation to the Board, the Board shall engage relevant experts and professionals to appraise and propose it to the general meeting for approval.</p>

No.	Before amendments	After amendments
4	<p>Article 18.</p> <p>Extraordinary meetings of the Board shall be convened by the Chairman within 10 days upon any of the following circumstances and shall not be subject to the aforesaid limitation on the notice period of meetings:</p> <p>.....</p> <p>(5) proposed by more than one half of the Independent Directors;</p> <p>(6) proposed by the general managers.</p>	<p>Article 18.</p> <p>Extraordinary meetings of the Board shall be convened by the Chairman within 10 days upon any of the following circumstances and shall not be subject to the aforesaid limitation on the notice period of meetings:</p> <p>.....</p> <p>(5) proposed by <del>more than one half of</del> <u>more than half (not including half)</u> of the Independent Directors;</p> <p>(6) proposed by the general managers.</p>
5	<p>Article 19.</p> <p>The Board meeting shall be convened and presided over by the Chairman. In the event that the Chairman fails to or is unable to perform his duties, the vice chairman shall perform such functions and powers on the Chairman's behalf. If a vice chairman is unable or fails to perform his duties, a Director jointly elected by more than half of the Directors shall perform such duties.</p>	<p>Article 19.</p> <p>The Board meeting shall be convened and presided over by the Chairman. In the event that the Chairman fails to or is unable to perform his duties, the vice chairman shall perform such functions and powers on the Chairman's behalf. If a vice chairman is unable or fails to perform his duties, a Director jointly elected by <del>more than half of</del> <u>more than half (not including half)</u> of the Directors shall perform such duties.</p>
6	<p>Article 22.</p> <p>The notification method, notification time and convening means of the Board meetings (including the extraordinary Board meetings) shall comply with the requirements as follows:</p> <p>(1) If the time and location of a regular Board meeting have been specified by the Board in advance, it can be convened without notice. If the time and location of a Board meeting have not been specified by the Board in advance, the Chairman shall order the secretary to the Board to notify all Directors and supervisors the time and location of the meeting by way of email, fax, courier, registered mail or in person not less than 14 days and not more than 30 days prior to such meeting, unless otherwise provided in the Articles of Association.</p>	<p>Article 22.</p> <p>The notification method, notification time and convening means of the Board meetings (including the extraordinary Board meetings) shall comply with the requirements as follows:</p> <p>(1) If the time and location of a regular Board meeting have been specified by the Board in advance, it can be convened without notice. If the time and location of a Board meeting have not been specified by the Board in advance, the Chairman shall order the secretary to the Board to notify all Directors and supervisors the time and location of the meeting by way of email, fax, courier, registered mail or in person not less than 14 days <del>and not more than 30 days</del> prior to such meeting, unless otherwise provided in the Articles of Association.</p>

No.	Before amendments	After amendments
	<p>(2) When convening an extraordinary Board meeting for emergencies, the Chairman shall authorize the Company Secretary to notify all Directors and supervisors the time, venue and means of the meeting by way of email, fax or in person not less than 2 days and not more than 10 days prior to the extraordinary Board meeting.</p> <p>.....</p>	<p>(2) When convening an extraordinary Board meeting for emergencies, the Chairman shall authorize the Company Secretary to notify all Directors and supervisors the time, venue and means of the meeting by way of email, fax or in person not less than 2 days <del>and not more than 10</del> days prior to the extraordinary Board meeting. <u>Where circumstances are urgent and it is necessary to convene an extraordinary meeting of the Board as soon as possible, notice of such meeting may be given at any time by telephone or other verbal means without any restriction on the time limit for giving notice of such meeting as aforesaid, provided that the person convening the meeting shall provide explanation at the meeting.</u></p> <p>.....</p>

No.	Before amendments	After amendments
7	<p>Article 35.</p> <p>Except for the resolutions of the Board in respect of the matters specified in clauses (6), (7), (11), (12) and (14) of the Article 12 which shall be passed by two-thirds or more of the Directors, the resolutions of the Directors in respect of all other matters as stated in Article 12 may be passed by more than one half of the Directors.</p> <p>If any Director of the Company is associated with the enterprises that are involved in the matters to be resolved at the Board meetings, he shall not exercise his voting rights for such matters, nor shall such Director exercise voting rights on behalf of other Directors. Such Board meetings shall be convened by a majority of the Directors present thereat who are not connected. Resolutions made at the Board meetings shall be passed by more than half of the Directors that are not connected. The matters referred to above to be passed by two-thirds or more of the Directors shall be passed by votes of more than two thirds of the Directors that are not connected. If the number of the nonconnected Directors attending the Board meetings is less than three, such matters shall be submitted to the general meeting of the Company for consideration.</p> <p>The resolutions made by the Board in relation to connected transactions shall not become effective until being signed by the Independent Directors.</p> <p>Except for obtaining the unanimous consent from all the directors present at the meeting, any proposal not set out in the meeting notice shall not be voted at the Board meeting. Directors who accept other directors' appointment to attend the Board meeting on their behalf shall not vote on the proposals not set out in the meeting notice on the behalf of other directors.</p>	<p>Article 35.</p> <p><del>Except for the resolutions of the Board in respect of the matters specified in clauses (6), (7), (11), (12) and (14) of the Article 12 which shall be passed by two-thirds or more of the Directors, the resolutions of the Directors in respect of all other matters as stated in Article 12 may be passed by more than one half of the Directors.</del></p> <p><del>If any Director of the Company is associated with the enterprises that are involved in the matters to be resolved at the Board meetings, he shall not exercise his voting rights for such matters, nor shall such Director exercise voting rights on behalf of other Directors. Such Board meetings shall be convened by a majority of the Directors present thereat who are not connected. Resolutions made at the Board meetings shall be passed by more than half of the Directors that are not connected. The matters referred to above to be passed by two-thirds or more of the Directors shall be passed by votes of more than two thirds of the Directors that are not connected. If the number of the nonconnected Directors attending the Board meetings is less than three, such matters shall be submitted to the general meeting of the Company for consideration.</del></p> <p><del>The resolutions made by the Board in relation to connected transactions shall not become effective until being signed by the Independent Directors.</del></p> <p>Except for obtaining the unanimous consent from all the directors present at the meeting, any proposal not set out in the meeting notice shall not be voted at the Board meeting. Directors who accept other directors' appointment to attend the Board meeting on their behalf shall not vote on the proposals not set out in the meeting notice on the behalf of other directors.</p>

No.	Before amendments	After amendments
8	<p data-bbox="352 255 491 286">Article 39.</p> <p data-bbox="352 320 879 835">An Independent Director shall pay continuous attention to the implementation of the resolutions of the Board, and if he/she finds any violation of laws, administrative regulations, rules of the CSRC, business rules of the stock exchange, or requirements of the Articles of Association of the Company, or violation of the resolution adopted at the general meeting or the meeting of the Board, he/she shall report such violation to the Board in a timely manner and may request the Company to make a written explanation thereon. The Company shall promptly disclose any matters involved.</p> <p data-bbox="352 869 879 1619">The Directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association and results in the Company sustaining serious loss, the Directors voting for the resolution shall assume direct liabilities. But if it is proved that a Director voting against the resolution has stated his objection at the time the vote was taken and a record thereof has been made in the minutes of the meeting, that Director shall be relieved from liability. A Director who abstains from voting at the meeting, or a Director who neither attends the meeting nor entrusts others to attend the meeting on his behalf shall not be exempted from liabilities; a Director who explicitly expresses his objection in the course of discussion but fails to cast an objection vote shall not be exempted from liability.</p>	<p data-bbox="901 255 1040 286">Article 39.</p> <p data-bbox="901 320 1428 835">An Independent Director shall pay continuous attention to the implementation of the resolutions of the Board, and if he/she finds any violation of laws, administrative regulations, rules of the CSRC, business rules of the stock exchange, or requirements of the Articles of Association of the Company, or violation of the resolution adopted at the general meeting or the meeting of the Board, he/she shall report such violation to the Board in a timely manner and may request the Company to make a written explanation thereon. The Company shall promptly disclose any matters involved.</p> <p data-bbox="901 869 1428 1830"><del>The Directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association, resolutions at the general meeting and results in the Company sustaining serious loss, the Directors voting for the resolution shall assume direct liabilities. But if it is proved that a Director voting against the resolution has stated his objection at the time the vote was taken and a record thereof has been made in the minutes of the meeting, that Director shall be relieved from liability. A Director who abstains from voting at the meeting, or a Director who neither attends the meeting nor entrusts others to attend the meeting on his behalf shall not be exempted from liabilities; a Director who explicitly expresses his objection in the course of discussion but fails to cast an objection vote shall not be exempted from liability.</del>  <u>director who participates in the resolution is liable to the Company; he or she shall be exempted from liability if it is proved that he or she has expressed dissent at the time of the vote, which is recorded in the minutes of the meeting.</u></p>

No.	Before amendments	After amendments
9	<p>Article 46.</p> <p>The secretary to the Board of Directors of the Company, in principle, shall be served by full-time personnel. If the post is concurrently assumed by a Director or other Senior Management of the Company, such person shall ensure that he has enough energy and time to assume the duties of the secretary to the Board. The general managers (excluding the deputy ones) and chief financial officer shall not concurrently hold the post of the secretary to the Board. The accountant(s) of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board.</p> <p>.....</p>	<p>Article 46.</p> <p>The secretary to the Board of Directors of the Company, in principle, shall be served by full-time personnel. If the post is concurrently assumed by a Director or other Senior Management of the Company, such person shall ensure that he has enough energy and time to assume the duties of the secretary to the Board. <del>The general managers (excluding the deputy ones) and chief financial officer shall not concurrently hold the post of the secretary to the Board. The accountant(s) of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board.</del></p> <p>.....</p>

#### IV. AMENDMENTS TO THE RULES OF PROCEDURES FOR SUPERVISORY COMMITTEE

No.	Before amendments	After amendments
1	<p>Article 4.</p> <p>The Company shall have a supervisory committee. The supervisory committee shall be composed of 3 to 5 supervisors, one of whom shall be the chairman of the supervisory committee. The terms of office of a supervisor shall be 3 years, and the term is renewable upon re-election. The appointment or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of two thirds or more of the members of the supervisory committee.</p>	<p>Article 4.</p> <p>The Company shall have a supervisory committee. The supervisory committee shall be composed of 3 to 5 supervisors, one of whom shall be the chairman of the supervisory committee. The terms of office of a supervisor shall be 3 years, and the term is renewable upon re-election. The appointment or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of <u>two thirds or more of more than half (not including half) of</u> the members of the supervisory committee.</p>
2	<p>Article 9.</p> <p>The supervisory committee shall be accountable to the general meeting and exercise the following functions and powers according to law:</p> <p>(1) To examine the Company’s financial position, reviewing the Company’s periodic reports and providing written audit opinions;</p> <p>(2) To exercise supervision over the performance by the Directors, the general manager and senior officers of the Company of their official duties and to propose the dismissal of any Director, general manager, or senior officer who is in violation of laws, administrative regulations, the Articles of Association, or resolutions of the general meeting;</p> <p>.....</p>	<p>Article 9.</p> <p>The supervisory committee shall be accountable to the <u>shareholders’</u> general meeting and exercise the following functions and powers according to law:</p> <p>(1) To examine the Company’s financial position, reviewing the Company’s periodic reports and providing written audit opinions;</p> <p>(2) To exercise supervision over the performance by the Directors, the general manager and senior officers of the Company of their <del>official</del> duties and to propose the dismissal of any Director, general manager, or senior officer who is in violation of laws, administrative regulations, the Articles of Association, or resolutions of the general meeting;</p> <p>.....</p>



No.	Before amendments	After amendments
3	<p data-bbox="355 271 491 304">Article 10.</p> <p data-bbox="355 360 879 987">If the Company should convene a general meeting under the following circumstances, the supervisory committee may resolve to request the Board to convene an extraordinary general meeting; if the Board does not propose a resolution to convene a general meeting within thirty days from the date on which it receives the supervisory committee's resolution, the supervisory committee may again propose a resolution to convene a general meeting on its own. The convening procedures shall comply with the provisions set out in the Rules of Procedures for the General Meetings:</p> <p data-bbox="355 1039 879 1200">(1) When the number of directors is less than the minimum quorum or two-thirds of the number required by the Articles of Association;</p> <p data-bbox="355 1252 879 1413">(2) When the accumulated losses to be covered by the Company amount to one-third of the total share capital of the Company;</p> <p data-bbox="355 1464 879 1671">(3) Upon the written request of shareholders who individually or collectively hold more than ten per cent (excluding voting proxies) of the total number of voting shares of the Company.</p>	<p data-bbox="904 271 1040 304">Article 10.</p> <p data-bbox="904 360 1428 987">If the Company should convene a general meeting under the following circumstances, the supervisory committee may resolve to request the Board to convene an extraordinary general meeting; if the Board does not propose a resolution to convene a general meeting within thirty days from the date on which it receives the supervisory committee's resolution, the supervisory committee may again propose a resolution to convene a general meeting on its own. The convening procedures shall comply with the provisions set out in the Rules of Procedures for the General Meetings:</p> <p data-bbox="904 1039 1428 1200">(1) When the number of directors is less than the minimum quorum or two-thirds of the number required by the Articles of Association;</p> <p data-bbox="904 1252 1428 1413">(2) When the accumulated losses to be covered by the Company amount to one-third of the total share capital of the Company;</p> <p data-bbox="904 1464 1428 1715">(3) Upon the written request of shareholders who individually or collectively hold more than ten per cent (<del>excluding voting proxies</del><u>including ten per cent</u>) of the total number of voting shares of the Company.</p> <p data-bbox="904 1767 1428 1928">(4) <u>Other situations stipulated in laws, administrative regulations, departmental rules or the Company's Articles of Association.</u></p>

No.	Before amendments	After amendments
4	<p>Article 14.</p> <p>.....</p> <p>Meetings of the supervisory committee shall be convened and presided over by the chairman of the supervisory committee. Where the chairman of the supervisory committee cannot or fails to perform his duties, a majority of the supervisors may jointly designate a supervisor to convene and preside over the meeting of the supervisory committee.</p>	<p>Article 14.</p> <p>.....</p> <p>Meetings of the supervisory committee shall be convened and presided over by the chairman of the supervisory committee. Where the chairman of the supervisory committee cannot or fails to perform his duties, <u>a majority of more than half (not including half)</u> of the supervisors may jointly designate a supervisor to convene and preside over the meeting of the supervisory committee.</p>
5	<p>Article 17.</p> <p>The meetings of the supervisory committee may be convened by way of conference, teleconference or written resolutions. Meetings of the supervisory committee shall be held only when a quorum of two thirds or more of the supervisors are present at such meetings. In case that the quorum of the supervisory committee is not satisfied by reason that the relevant supervisors rejects or neglects to attend the meetings, other supervisors shall report to the regulatory department in a timely manner.</p> <p>Each supervisor shall have one (1) vote. Where a supervisor has connected relations with the proposal, he shall abstain from voting. The resolutions of the supervisory committee shall be approved by the affirmative votes of two thirds or more of the supervisors without connected relations.</p>	<p>Article 17.</p> <p>The meetings of the supervisory committee may be convened by way of conference, teleconference or written resolutions. Meetings of the supervisory committee shall be held only when a quorum of <u>two thirds or more of more than half (not including half)</u> of the supervisors are present at such meetings. In case that the quorum of the supervisory committee is not satisfied by reason that the relevant supervisors rejects or neglects to attend the meetings, other supervisors shall report to the regulatory department in a timely manner.</p> <p>Each supervisor shall have one (1) vote. Where a supervisor has connected relations with the proposal, he shall abstain from voting. The resolutions of the supervisory committee shall be approved by the affirmative votes of <u>more than half (not including half)</u> <del>two thirds or more</del> of the supervisors without connected relations.</p>

No.	Before amendments	After amendments
6	<p>Article 18.</p> <p>The secretary of the Board and the securities representative of the Company shall attend the meetings of the supervisory committee. The supervisory committee may require the Directors, general manager, deputy general manager and other senior officers as well as internal and external auditor to attend the meetings of the supervisory committee to answer the questions that the supervisory committee concerns.</p>	<p>Article 18.</p> <p><del>The secretary of the Board and the securities representative of the Company shall attend the meetings of the supervisory committee.</del> The supervisory committee may require the Directors, general manager, deputy general manager and other senior officers as well as internal and external auditor to attend the meetings of the supervisory committee to answer the questions that the supervisory committee concerns.</p>

All other parts of the “Articles of Association”, the “Rules of Procedures for General Meetings”, the “Rules of Procedures for Board of Directors” and the “Rules of Procedures for Supervisory Committee” remain unchanged, except that the serial numbers and punctuations of some articles above have changed and other word modifications that do not affect the meaning of the terms such as adjustments made to “general meeting” in accordance with the “Company Law of the People’s Republic of China” (revised in 2023). The amendments to the “Articles of Association”, the “Rules of Procedures for General Meetings”, the “Rules of Procedures for Board of Directors” and the “Rules of Procedures for Supervisory Committee” proposed by the Company shall be submitted to the general meeting of the Company for consideration and approval.

By Order of the Board  
**FIRST TRACTOR COMPANY LIMITED\***  
**YU Lina**  
*Company Secretary*

Luoyang, the PRC  
28 August 2024

*As at the date of this announcement, the Board comprises Mr. Li Xiaoyu (Chairman) and Mr. Wei Tao as executive Directors; Mr. Fang Xianfa, Mr. Yang Jianhui and Mr. Miao Yu as non-executive Directors; and Mr. Edmund Sit, Mr. Wang Shumao and Mr. Xu Liyou as independent non-executive Directors.*

\* For identification purposes only