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LUZHENG FUTURES Company Limited
魯証期貨股份有限公司

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

(Stock Code: 01461)

PROPOSED CHANGE OF THE COMPANY NAME
PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
AND
PROPOSED CHANGE OF THE AUDITOR

The board of directors (the “**Board**”) of LUZHENG FUTURES Company Limited (the “**Company**”) hereby announces the following:

PROPOSED CHANGE OF THE COMPANY NAME

In order to aggressively promote the brand-building, strengthen intra-group synergy, and expand its share of China’s market, the Company plans to change its Company name. The Company name will be changed from “LUZHENG FUTURES Company Limited” to “ZHONGTAI FUTURES Company Limited”, and the stock code will remain unchanged. “LUZHENG FUTURES Company Limited” as shown in the names of the Company’s branches will be replaced by “ZHONGTAI FUTURES Company Limited” accordingly.

The proposed change of the Company name will not affect any rights of holders of securities of the Company. After the proposed change of the Company name becomes effective, all existing certificates of securities in issue bearing the Company's existing name will continue to be certificates of title to the relevant securities, and the existing shares will continue to be valid for trading, settlement, registration and delivery purposes. The Company will not arrange for a free exchange of shares of existing securities for new shares bearing the new name of the Company. Subject to confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the stock abbreviations of the Company in English and Chinese used for trading in the Shares on the Stock Exchange will also be changed after the proposed change of the Company name becomes effective. After the proposed change of the Company name becomes effective, new shares to be issued thereafter will only bear the new name of the Company.

Reasons for change of the Company name

- (1) **Change of the Company name can give full play to the brand effect of Zhongtai Group and help the Company to achieve its new strategic goal.** In 2015, Zhongtai Securities Co., Ltd. changed its name from "Qilu" to "Zhongtai". As a result, all its subsidiaries were renamed. Among them were five subsidiaries, namely Zhongtai Capital Equity Investment Management (Shenzhen) Co., Ltd. (中泰資本股權投資管理(深圳)有限公司), Zhongtai Financial International Limited (中泰金融國際有限公司) and Zhongtai Securities (Shanghai) Asset Management Co., Ltd (中泰證券(上海)資產管理有限公司). In 2020, Zhongtai Securities Co., Ltd. was listed on the Main Board of Shanghai Stock Exchange and its administrative authority was taken by the Provincial Party Committee, resulting in greater market influence and brand effect. As a subsidiary of Zhongtai Securities Co., Ltd., the Company's change of its name to ZHONGTAI FUTURES will create greater synergies within Zhongtai Securities Group, an uniform trade name to the public, contribute to "group warfare" effect and help it to make better use of Zhongtai Securities' marketing and brand influence, and gain greater visibility of the Company on the market.
- (2) **Change of the Company name is proposed after combined consideration of the characteristics of the names of futures companies controlled by securities companies.** At present, most of the futures companies controlled by securities companies use the same trade name as their controlling shareholders. Based on this, change of the Company name is consistent with the prevailing market practice.

Change of the Company name is feasible

Zhongtai Securities Co., Ltd. has obtained the registered trademark “Zhongtai” (Class 36) in both Mainland China and Hong Kong, and licensed the Company to use the trademark. Therefore, there will be no legal risk after the change of name.

The proposed change of the Company name is conditional upon the fulfillment of the following conditions:

- (1) the proposed change of the Company name having been considered and approved by the shareholders of the Company by way of a special resolution at the first extraordinary general meeting of the Company of 2022; and
- (2) all necessary approvals from or filings with the relevant authorities of the People’s Republic of China (the “**PRC**”) for proposed change of the Company name having been obtained or completed.

After the relevant resolution is passed at the first extraordinary general meeting of 2022, the Company will make filings with the relevant authorities in the PRC. Subject to the fulfillment of the conditions set out above, the proposed change of the Company name will take effect from the day when change of the Company name has been registered with the relevant authorities in the PRC. The Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

The Company will make further announcement(s) in relation to, among others, the effective date of the proposed change of the Company name and the new English and Chinese stock abbreviations of the Company for trading in the Company’s shares on the Stock Exchange.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further standardize the corporate governance of the Company, pursuant to the Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial), the Measures Governing the Supervision of Futures Companies (《期貨公司監督管理辦法》), the Administrative Measures on the Employment of Directors, Supervisors and Senior Management of Futures Companies (《期貨公司董事、監事和高級管理人員任職管理辦法》), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (《到境外上市公司章程必備條款》), the Administrative Regulations on Chief Risk Officers of Futures Companies (Trial) (《期貨公司首席風險官管理規定(試行)》), the Company proposes amendments to the Articles of Association with reference to relevant cases on the market in light of the Company's actual situation. Please refer to Appendix to this announcement for details of the proposed amendments to the Articles of Association.

The proposed change of the Company name and proposed amendments to the Articles of Association mentioned above are conditional upon having been considered and approved by way of special resolutions at the first extraordinary general meeting of the Company of 2022. A circular containing, among others, particulars of the proposed change of the Company name and proposed amendments to the Articles of Association together with the notice of the first extraordinary general meeting of 2022 of the Company will be despatched to the shareholders of the Company in due course.

PROPOSED CHANGE OF THE AUDITOR

PricewaterhouseCoopers (“**PricewaterhouseCoopers**”) and PricewaterhouseCoopers Zhong Tian LLP (“**PricewaterhouseCoopers Zhong Tian**”) have been auditing the annual reports and reviewing the interim reports of the Company since 2014, and have been providing audit services to the Company for eight consecutive years. Pursuant to the Administrative Measures for Selection and Appointment of Accounting Firms by State-owned Financial Enterprise (Caijin [2020] No. 6) (《國有金融企業選聘會計師事務所管理辦法》(財金[2020] 6號)), the Company shall change its accounting firms.

After selection among accounting firms through public bidding, and subject to review by the Audit Committee of the Board of the Company and consideration by the Board, the Company proposed to appoint ShineWing Certified Public Accountants as our auditor for 2022 under IFRSs in relation to review of interim financial statements, audit of annual financial statements and under China's Accounting Standards for Business Enterprises in relation to audit of annual financial statements after the conclusion of the audit work for 2021. The above audit fees totaled to RMB1.26 million. The Company has reached a mutual agreement with PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian on the change of the accounting firm.

Matters that need to be explained under Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be disclosed in due course (if any) after the completion of the audit work of the Company for 2021.

The proposed change of the auditor mentioned above is subject to consideration and approval at the 2021 annual general meeting of the Company by way of an ordinary resolution. A circular containing, among others, particulars of the proposed change of the auditor together with the notice of 2021 annual general meeting of the Company will be despatched to the shareholders of the Company in due course.

By order of the Board
LUZHENG FUTURES Company Limited
ZHONG Jinlong
Chairman

Jinan, the PRC
11 February 2022

As at the date of this announcement, the Board of Directors comprises Mr. ZHONG Jinlong and Mr. LIANG Zhongwei as executive Directors; Mr. HU Kainan, Mr. LIU Xinyi, Mr. MING Gang and Mr. LIU Feng as non-executive Directors; and Mr. GAO Zhu, Mr. WANG Chuanshun and Mr. ZHENG Jianping as independent non-executive Directors.

APPENDIX: COMPARISON TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

COMPARISON TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF LUZHENG FUTURES COMPANY LIMITED

Original Article	Amended Article
<p>Article 1 In order to safeguard the legitimate rights and interests of LUZHENG FUTURES Company Limited (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Constitution of the Communist Party of China, State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Opinions on the Revisions and Supplements to Articles of Association of Companies to be Listed in Hong Kong (the “Revisions and Supplements to the MP”), Guidelines on Articles of Association of Listed Companies (2016 Amendment) (the “Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Regulations Governing Futures Trading, the Measures Governing the Supervision of Futures Companies as well as other laws, regulations and regulatory documents.</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of ZHONGTAI FUTURES Company Limited (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Constitution of the Communist Party of China, State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Opinions on the Revisions and Supplements to Articles of Association of Companies to be Listed in Hong Kong (the “Revisions and Supplements to the MP”), Guidelines on Articles of Association of Listed Companies (2016 Amendment) (the “Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Regulations Governing Futures Trading, the Measures Governing the Supervision of Futures Companies as well as other laws, regulations and regulatory documents.</p>

Original Article	Amended Article
<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations as well as other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”), is subject to the supervision and management by the China Securities Regulatory Commission (the “CSRC”) and other regulatory bodies, and conducts business activities within the approved business scope.</p> <p>The Company is a joint stock limited company wholly reorganized and established by way of sponsorship jointly by all the former shareholders, and was registered with and has obtained a corporate business license from the Administration for Industry and Commerce of Shandong Province on December 10, 2012. The Company’s corporate business license number is:370000018085761.</p> <p>The sponsors of the Company are Zhongtai Securities Co., Ltd., Yongfeng Group Co., Ltd., Shandong State-owned Assets Investment Holdings Co., Ltd., Jinan Energy Investment Co., Ltd., Linglong Group Co., Ltd. and Yantai Shengli Investment Co., Ltd.</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations as well as other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”), is subject to the supervision and management by the China Securities Regulatory Commission (the “CSRC”) and other regulatory bodies, and conducts business activities within the approved business scope.</p> <p>The Company is a joint stock limited company wholly reorganized and established by way of sponsorship jointly by all the former shareholders, and was registered with the Administration for Industry and Commerce of Shandong Province on December 10, 2012. <u>The Company’s unified social credit code is 91370000614140809E.</u></p> <p>The sponsors of the Company are Zhongtai Securities Co., Ltd., Yongfeng Group Co., Ltd., Shandong State-owned Assets Investment Holdings Co., Ltd., Jinan Energy Investment Co., Ltd., Linglong Group Co., Ltd. and Sanya Shengli Investment Co., Ltd.</p>
<p>Article 3 The Company’s registered Chinese name: 魯証期貨股份有限公司</p> <p>The Company’s registered English name: LUZHENG FUTURES Company Limited</p> <p>English abbreviation: LUZHENG FUTURES Co., Ltd.</p>	<p>Article 3 The Company’s registered Chinese name: 中泰期貨股份有限公司</p> <p>The Company’s registered English name: <u>ZHONGTAI</u> FUTURES Company Limited</p> <p>English abbreviation: <u>ZHONGTAI</u> FUTURES Co., Ltd.</p>

Original Article	Amended Article
<p>Article 8 The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management, all of whom have the rights to make claims on any matters of the Company pursuant to these Articles of Association.</p> <p>Without violating the provisions of Article 228 of the Articles of Association, a Shareholder may take legal action against the Company pursuant to these Articles of Association; the Company may take legal action against any Shareholder, director, supervisor and senior management pursuant to these Articles of Association; a Shareholder may take legal action against another Shareholders pursuant to these Articles of Association; a Shareholder of the Company may take legal action against the Directors, Supervisors and senior management of the Company pursuant to these Articles of Association.</p> <p>The legal action as referred to in the preceding paragraph includes applications to competent courts or arbitration tribunals.</p> <p>The senior management as referred to in the preceding paragraph includes the general manager, deputy general manager, the person in charge of financial matters, chief risk officer, secretary of the board of directors, and other personnel identified by the CSRC or its local offices, or confirmed by resolutions of the Company’s board of directors.</p>	<p>Article 8 The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management, all of whom have the rights to make claims on any matters of the Company pursuant to these Articles of Association.</p> <p>Without violating the provisions of Article 228 of the Articles of Association, a Shareholder may take legal action against the Company pursuant to these Articles of Association; the Company may take legal action against any Shareholder, director, supervisor and senior management pursuant to these Articles of Association; a Shareholder may take legal action against another Shareholders pursuant to these Articles of Association; a Shareholder of the Company may take legal action against the Directors, Supervisors and senior management of the Company pursuant to these Articles of Association.</p> <p>The legal action as referred to in the preceding paragraph includes applications to competent courts or arbitration tribunals.</p> <p>The senior management as referred to in the preceding paragraph includes the general manager, deputy general manager, the person in charge of financial matters, chief risk officer, general legal counsel, secretary of the board of directors, and other personnel identified by the CSRC or its local offices, or confirmed by resolutions of the Company’s board of directors.</p>

Original Article	Amended Article
<p>Article 11 The Company’s objectives shall be to carry out business activities in compliance with national laws and regulations as well as various financial policies, and to provide investors with safe, efficient and innovative services to generate substantial return on investment for shareholders.</p>	<p>Article 11 The Company’s objectives shall be <u>to comply with national laws and regulations, industry self-discipline rules as well as various financial policies, build a futures industry culture of “compliance, integrity, professionalism, steadiness and responsibility”, and insist on “compliance and risk control first, customer interests first, talent value first, innovation and development first”, serve the capital market, and create value for shareholders, customers, employees and the society, protect the legitimate rights and interests of investors, actively perform social responsibilities, and promote high-quality development of the economy.</u></p>
<p>Article 16 Subject to the approval of the competent securities authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>“Foreign investors” referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic investors” mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC excluding the regions mentioned above.</p>	<p>Article 16 Subject to the approval of the securities <u>regulatory</u> authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>“Foreign investors” referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic investors” mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC excluding the regions mentioned above.</p>

Original Article	Amended Article
<p>Article 18 As approved by the companies approving authorities, the total number of ordinary shares issued by the Company to its sponsors at the time of its establishment was 750,000,000 shares, including 656,079,000 shares subscribed and held by Zhongtai Securities Co., Ltd., representing 87.4772% of the total number of ordinary shares of the Company in issue; 35,156,250 shares subscribed and held by Yongfeng Group Co., Ltd., representing 4.6875% of the total number of ordinary shares of the Company in issue; 23,437,500 shares subscribed and held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 3.125% of the total number of ordinary shares of the Company in issue; 11,889,750 shares subscribed and held by Jinan Energy Investment Co., Ltd., representing 1.5853% of the total number of ordinary shares of the Company in issue; 11,718,750 shares subscribed and held by Linglong Group Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue; and 11,718,750 shares subscribed and held by Yantai Shengli Investment Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue.</p>	<p>Article 18 As approved by the companies approving authorities, the total number of ordinary shares issued by the Company to its sponsors at the time of its establishment was 750,000,000 shares, including 656,079,000 shares subscribed and held by Zhongtai Securities Co., Ltd., representing 87.4772% of the total number of ordinary shares of the Company in issue; 35,156,250 shares subscribed and held by Yongfeng Group Co., Ltd., representing 4.6875% of the total number of ordinary shares of the Company in issue; 23,437,500 shares subscribed and held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 3.125% of the total number of ordinary shares of the Company in issue; 11,889,750 shares subscribed and held by Jinan Energy Investment Co., Ltd., representing 1.5853% of the total number of ordinary shares of the Company in issue; 11,718,750 shares subscribed and held by Linglong Group Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue; and 11,718,750 shares subscribed and held by Sanya Shengli Investment Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue.</p>
<p>Article 19 Upon the approval of the competent securities authorities of the State Council and the Hong Kong Stock Exchange, the Company may issue not more than 250,000,000 ordinary shares (including 287,500,000 shares to be issued due to exercise of the over-allotment option). All of such ordinary shares shall be H shares. The final size of the issuance shall be adjusted by the Company in line with the capital market environment and the Company’s financing goals. Shareholders of the state-owned shares of the Company will transfer to the National Council for Social Security Fund (“NSSF”) no more than 25,000,000 state-owned shares (expected to be no more than 28,750,000 shares if the over-allotment option representing 15% of the total number of new shares to be issued is exercised in full) in accordance with the regulations on reduction of the state-owned shares, upon issuance of overseas listed shares.</p>	<p>Article 19 Upon the approval of the securities regulatory authorities of the State Council and the Hong Kong Stock Exchange, the Company may issue not more than 250,000,000 ordinary shares (including 287,500,000 shares to be issued due to exercise of the over-allotment option). All of such ordinary shares shall be H shares. The final size of the issuance shall be adjusted by the Company in line with the capital market environment and the Company’s financing goals. Shareholders of the state-owned shares of the Company will transfer to the National Council for Social Security Fund (“NSSF”) no more than 25,000,000 state-owned shares (expected to be no more than 28,750,000 shares if the over-allotment option representing 15% of the total number of new shares to be issued is exercised in full) in accordance with the regulations on reduction of the state-owned shares, upon issuance of overseas listed shares.</p>

Original Article	Amended Article
<p>According to the mandate given by the resolutions passed at the fourth extraordinary general meeting of the Company in 2015 and upon the approval from the securities regulatory authorities of the State Council, the international underwriters partially exercised the over-allotment option, pursuant to which the Company further issued 1,900,000 H Shares, while holders of the state-owned shares of the Company transferred 190,000 state-owned shares to the National Council for Social Security Fund pursuant to relevant PRC regulations regarding the disposal of state-owned shares and sold the shares at the time of the issuance. On 7 August 2015, the above aggregate of 2,090,000 H Shares were listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon completion of the issuance of the overseas listed foreign shares as aforementioned, the shareholding structure of the Company shall be as follows: 632,176,078 shares held by Zhongtai Securities Co., Ltd., representing 63.10% of the total share capital of ordinary shares; 35,156,250 shares held by Yongfeng Group Co., Ltd., representing 3.51% of the total share capital of ordinary shares; 22,583,601 shares held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 2.25% of the total share capital of ordinary shares; 11,456,571 shares held by Jinan Energy Investment Co., Ltd., representing 1.14% of the total share capital of ordinary shares; 11,718,750 shares held by Linglong Group Co., Ltd., representing 1.17% of the total share capital of ordinary shares; 11,718,750 shares held by Yantai Shengli Investment Co., Ltd., representing 1.17% of the total share capital of ordinary shares; and 277,090,000 shares held by holders of H shares, representing 27.66% of the total share capital of ordinary shares.</p>	<p>According to the mandate given by the resolutions passed at the fourth extraordinary general meeting of the Company in 2015 and upon the approval from the securities regulatory authorities of the State Council, the international underwriters partially exercised the over-allotment option, pursuant to which the Company further issued 1,900,000 H Shares, while holders of the state-owned shares of the Company transferred 190,000 state-owned shares to the National Council for Social Security Fund pursuant to relevant PRC regulations regarding the disposal of state-owned shares and sold the shares at the time of the issuance. On 7 August 2015, the above aggregate of 2,090,000 H Shares were listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon completion of the issuance of the overseas listed foreign shares as aforementioned, the shareholding structure of the Company shall be as follows: 632,176,078 shares held by Zhongtai Securities Co., Ltd., representing 63.10% of the total share capital of ordinary shares; 35,156,250 shares held by Yongfeng Group Co., Ltd., representing 3.51% of the total share capital of ordinary shares; 22,583,601 shares held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 2.25% of the total share capital of ordinary shares; 11,456,571 shares held by Jinan Energy Investment Co., Ltd., representing 1.14% of the total share capital of ordinary shares; 11,718,750 shares held by Linglong Group Co., Ltd., representing 1.17% of the total share capital of ordinary shares; 11,718,750 shares held by Sanya Shengli Investment Co., Ltd., representing 1.17% of the total share capital of ordinary shares; and 277,090,000 shares held by holders of H shares, representing 27.66% of the total share capital of ordinary shares.</p>

Original Article	Amended Article
<p>Article 20 The Company’s board of directors may implement, through separate offerings, the proposal for the issuance of overseas listed foreign shares and domestic shares upon approval by the competent securities authorities of the State Council.</p> <p>The Company may implement its proposal to issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen months from the date of approval by the competent securities authorities of the State Council.</p>	<p>Article 20 The Company’s board of directors may implement, through separate offerings, the proposal for the issuance of overseas listed foreign shares and domestic shares upon approval by the securities <u>regulatory</u> authorities of the State Council.</p> <p>The Company may implement its proposal to issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen months from the date of approval by the securities <u>regulatory</u> authorities of the State Council.</p>
<p>Article 21 Where the total number of shares stated in the proposal for the issuance of shares includes overseas listed foreign shares and domestic shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for at their respective offerings due to special circumstances, the shares may, subject to the approval of the competent securities authorities of the State Council, be issued in separate tranches.</p>	<p>Article 21 Where the total number of shares stated in the proposal for the issuance of shares includes overseas listed foreign shares and domestic shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for at their respective offerings due to special circumstances, the shares may, subject to the approval of the securities <u>regulatory</u> authorities of the State Council, be issued in separate tranches.</p>

Original Article	Amended Article
<p>Article 23 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Articles of Association.</p> <p>The Company may increase its capital through the following means:</p> <p>(1) offering new shares to non-specially-designated investors for subscription;</p> <p>(2) placing new shares to specially-designated investors and/or its existing shareholders;</p> <p>(3) distributing bonus shares to its existing shareholders;</p> <p>(4) converting capital reserve into share capital; or</p> <p>(5) any other means permitted by laws and administrative regulations and any other means approved by the competent securities authorities of the State Council.</p> <p>After the Company’s increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof shall be carried out in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC.</p>	<p>Article 23 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Articles of Association.</p> <p>The Company may increase its capital through the following means:</p> <p>(1) offering new shares to non-specially-designated investors for subscription;</p> <p>(2) placing new shares to specially-designated investors and/or its existing shareholders;</p> <p>(3) distributing bonus shares to its existing shareholders;</p> <p>(4) converting capital reserve into share capital; or</p> <p>(5) any other means permitted by laws and administrative regulations and any other means approved by the securities regulatory authorities of the State Council.</p> <p>After the Company’s increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof shall be carried out in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC.</p>

Original Article	Amended Article
<p>Article 41 The Company may, in accordance with the understanding and agreements made between the competent securities authorities of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original copy of the register of holders of H shares shall be maintained in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at its domicile. The appointed overseas agent(s) shall ensure the consistency between the original register and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>In case of any inconsistency between the original register and the duplicate register of holders of overseas listed foreign shares, the original register shall prevail.</p>	<p>Article 47 The Company may, in accordance with the understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original copy of the register of holders of H shares shall be maintained in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at its domicile. The appointed overseas agent(s) shall ensure the consistency between the original register and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>In case of any inconsistency between the original register and the duplicate register of holders of overseas listed foreign shares, the original register shall prevail.</p>

Original Article	Amended Article
<p>Article 58 In addition to the obligations required by laws, administrative regulations or the listing rules of stock exchange on which the shares of the Company are listed, in exercising his rights as a shareholder, a controlling shareholder (as defined in the Article below) shall not make any decisions on the following matters, as a result of the exercise of his voting rights, in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to release a director or a supervisor of his duty in good faith and in the best interests of the Company;</p> <p>(2) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive the Company of its property in any manner, including but not limited to any opportunity favourable to the Company;</p> <p>(3) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive another shareholder of his personal interests, including but not limited to any rights to distribution and voting rights, but excluding any restructuring of the Company submitted to a shareholders' general meeting for approval in accordance with the Articles of Association.</p> <p>The controlling shareholder and de facto controller of the Company shall have a fiduciary duty towards the Company and public shareholders of the Company. The controlling shareholder shall exercise his rights as a contributor in strict compliance with the laws. The controlling shareholder may not prejudice the legal interests of the Company and public shareholders by making use of methods such as distribution of profits, restructuring of assets, making external investment, embezzlement of capital, providing guarantee for loans, or prejudice the interests of the Company and public shareholders by making use of his controlling position.</p>	<p>Article 64 In addition to the obligations required by laws, administrative regulations or the listing rules of stock exchange on which the shares of the Company are listed, in exercising his rights as a shareholder, a controlling shareholder (as defined in the Article below) shall not make any decisions on the following matters, as a result of the exercise of his voting rights, in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to release a director or a supervisor of his duty in good faith and in the best interests of the Company;</p> <p>(2) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive the Company of its property in any manner, including but not limited to any opportunity favourable to the Company;</p> <p>(3) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive another shareholder of his personal interests, including but not limited to any rights to distribution and voting rights, but excluding any restructuring of the Company submitted to a shareholders' general meeting for approval in accordance with the Articles of Association.</p> <p>The controlling shareholder and de facto controller of the Company shall have a fiduciary duty towards the Company and public shareholders of the Company. The controlling shareholder shall exercise his rights as a contributor in strict compliance with the laws. The controlling shareholder may not prejudice the legal interests of the Company and public shareholders by making use of methods such as distribution of profits, restructuring of assets, making external investment, embezzlement of capital, providing guarantee for loans, or prejudice the interests of the Company and public shareholders by making use of his controlling position.</p>

Original Article	Amended Article
	Article 69 <u>The Company shall not provide guarantees to external parties in breach of laws or regulations.</u>
<p>Article 63 A shareholders' general meeting shall either be an annual general meeting (AGM) or an extraordinary general meeting. The shareholders' general meetings shall be convened by the board of directors. Annual general meetings shall be held once every year and within six months from the close of the preceding financial year.</p> <p>An extraordinary general meeting shall be convened within two months of the occurrence of any one of the following circumstances:</p> <p>(1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number required in the Articles of Association;</p> <p>(2) when the losses of the Company not made up for amount to one-third of the total amount of its share capital;</p> <p>(3) where any shareholder individually or jointly holding 10% or more of the Company's issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting;</p> <p>(4) when considered necessary by the board of directors or when requested by the supervisory committee; or</p> <p>(5) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>Article 70 A shareholders' general meeting shall either be an annual general meeting (AGM) or an extraordinary general meeting. The shareholders' general meetings shall be convened by the board of directors. Annual general meetings shall be held once every year and within six months from the close of the preceding financial year.</p> <p>An extraordinary general meeting shall be convened within two months of the occurrence of any one of the following circumstances:</p> <p>(1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number required in the Articles of Association;</p> <p>(2) when the losses of the Company not made up for amount to one-third of the total amount of its share capital;</p> <p>(3) where any shareholder individually or jointly holding 10% or more of the Company's issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting;</p> <p>(4) when considered necessary by the board of directors or when requested by the supervisory committee; or</p> <p>(5) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>

Original Article	Amended Article
<p>Article 69 The notice of a shareholders’ general meeting shall be sent to the shareholders (whether or not entitled to vote at the shareholders’ general meeting) by hand or prepaid mail to the address of the recipients as shown in the register of shareholders, or, subject to compliance with the applicable laws, regulations and listing rules, be published on the Company’s website or the website designated by the stock exchange of the place on which the Company’s shares are listed. For holders of domestic shares, the notice of a shareholders’ general meeting may be given by way of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities authorities of the State Council within the interval of 20 business days before holding an annual general meeting and 10 business days or 15 days (whichever is longer) before holding an extraordinary general meeting; after the publication of the announcement, all holders of domestic shares shall be taken to have received notice of the relevant shareholders’ meeting.</p>	<p>Article 76 The notice of a shareholders’ general meeting shall be sent to the shareholders (whether or not entitled to vote at the shareholders’ general meeting) by hand or prepaid mail to the address of the recipients as shown in the register of shareholders, or, subject to compliance with the applicable laws, regulations and listing rules, be published on the Company’s website or the website designated by the stock exchange of the place on which the Company’s shares are listed. For holders of domestic shares, the notice of a shareholders’ general meeting may be given by way of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the interval of 20 business days before holding an annual general meeting and 10 business days or 15 days (whichever is longer) before holding an extraordinary general meeting; after the publication of the announcement, all holders of domestic shares shall be taken to have received notice of the relevant shareholders’ meeting.</p>
<p>Article 86 A shareholders’ general meeting shall be convened and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for some reasons, the meeting shall be convened and chaired by the vice chairman of the board of directors. If both the chairman and vice chairman of the board of directors are unable to attend the meeting, the chairman of the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present thereat may elect one of them to be the chairman of the meeting. If for any reason shareholders fail to elect a chairman, then the shareholder (including its proxy) present thereat and holding the largest number of shares carrying voting rights shall chair the meeting.</p>	<p>Article 93 A shareholders’ general meeting shall be convened and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for some reasons, the meeting shall be convened and chaired by the vice chairman of the board of directors. If both the chairman and vice chairman of the board of directors are unable to attend the meeting, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present thereat may elect one of them to be the chairman of the meeting. If for any reason shareholders fail to elect a chairman, then the shareholder (including its proxy) present thereat and holding the largest number of shares carrying voting rights shall chair the meeting.</p>

Original Article	Amended Article
<p>Article 98 Apart from the holders of other classes of shares, the holders of domestic shares and overseas listed foreign shares shall be taken to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(1) where the Company issues, upon approval by way of a special resolution at a general meeting, either separately or concurrently once every twelve months, domestic shares and overseas listed foreign shares, to the extent that the number of the shares to be issued does not exceed twenty percent of the total number of the issued shares of their respective class;</p> <p>(2) where the Company’s plan to issue domestic shares and overseas listed foreign shares upon its incorporation is completed within fifteen months from the date of approval by the competent securities authorities of the State Council; or</p> <p>(3) where the domestic shares of the Company are transferred by the holder to overseas investors and are subsequently listed and traded on overseas stock exchanges with the approval by the securities regulatory authorities of the State Council.</p>	<p>Article 105 Apart from the holders of other classes of shares, the holders of domestic shares and overseas listed foreign shares shall be taken to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(1) where the Company issues, upon approval by way of a special resolution at a general meeting, either separately or concurrently once every twelve months, domestic shares and overseas listed foreign shares, to the extent that the number of the shares to be issued does not exceed twenty percent of the total number of the issued shares of their respective class;</p> <p>(2) where the Company’s plan to issue domestic shares and overseas listed foreign shares upon its incorporation is completed within fifteen months from the date of approval by the securities regulatory authorities of the State Council; or</p> <p>(3) where the domestic shares of the Company are transferred by the holder to overseas investors and are subsequently listed and traded on overseas stock exchanges with the approval by the securities regulatory authorities of the State Council.</p>

Original Article	Amended Article
<p>Article 99 The Company shall have a board of directors comprising of 9 to 12 directors. There shall be one chairman and one vice chairman if necessary. The appointment and dismissal of the chairman and vice chairman(s) shall be subject to the approval of a majority of all the directors. The term of office of each of the chairman and the vice chairman shall be three years, renewable upon re-election and re-appointment. The number of independent non-executive directors shall not be less than one-third of the number of directors.</p>	<p>Article 106 The Company shall have a board of directors comprising of <u>9</u> directors. There shall be one chairman and one vice chairman if necessary. The appointment and dismissal of the chairman and vice chairman(s) shall be subject to the approval of a majority of all the directors. The term of office of each of the chairman and the vice chairman shall be three years, renewable upon re-election and re-appointment. The number of independent non-executive directors shall not be less than one-third of the number of directors. <u>The appointment or removal of directors of the Company shall be reported to the local agency of the CSRC where the company is domiciled for record as required.</u></p>
<p>Article 107 The Company shall establish an independent non-executive director system. Independent non-executive directors are directors holding no positions other than that of directors in the Company, and having no relationship with the Company and its substantial shareholders (only provided under this Article that substantial shareholders are those shareholders individually or jointly holding more than 10% of total number of the Company's shares with voting rights) as to hinder their independent and objective judgments, and complying with the provisions of the listing rules of the place where the Company's shares are listed in relation to the independence of directors.</p> <p>The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company's shares are listed.</p>	<p>Article 114 The Company shall establish an independent non-executive director system. Independent non-executive directors are directors holding no positions other than that of directors in the Company, and having no relationship with the Company and its substantial shareholders (only provided under this Article that substantial shareholders are those shareholders individually or jointly holding more than <u>5%</u> of total number of the Company's shares with voting rights) as to hinder their independent and objective judgments, and complying with the provisions of the listing rules of the place where the Company's shares are listed <u>and relevant laws and regulations, departmental rules, etc.</u> in relation to the independence of directors.</p> <p>The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company's shares are listed.</p>

Original Article	Amended Article
<p>Article 108 Independent non-executive directors shall satisfy the following fundamental requirements:</p> <p>(1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company’s shares are listed and other relevant regulations;</p> <p>(2) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company’s shares are listed;</p> <p>(3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, and rules and regulations;</p> <p>(4) having at least five years of work experiences in legal or economic areas, or other experiences indispensable for performing the duties as independent non-executive directors;</p> <p>(5) other requirements provided in the Articles of Association.</p>	<p>Article 115 Independent non-executive directors shall satisfy the following fundamental requirements:</p> <p>(1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company’s shares are listed and other relevant regulations;</p> <p>(2) to comply with the requirements on independence as stipulated in <u>relevant laws and regulations, departmental rules, and</u> the listing rules of the stock exchange where the Company’s shares are listed;</p> <p>(3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, <u>regulations of the CSRC and have futures professional expertise</u> ;</p> <p>(4) <u>have engaged in such financial business as futures or securities or in legal or accounting operations for more than 5 years, or possess relevant senior title for academic teaching or researches</u>;</p> <p><u>(5) have educational background of graduate of college or university or above in relevant field and hold a bachelor degree or above</u>;</p> <p><u>(6) have time and energy necessary to perform their duties</u>;</p> <p><u>(7)</u> other requirements provided in the Articles of Association.</p>

Original Article	Amended Article
	<p data-bbox="810 165 1508 293"><u>Article 116 An independent director shall not have a relationship with the Company that may prejudice him/her from making independent and objective judgments.</u></p> <p data-bbox="810 357 1508 442"><u>None of the following persons may serve as independent directors of the Company:</u></p> <p data-bbox="810 506 1508 591"><u>(1) any persons working in the Company and its affiliates and their immediate family and other main relatives;</u></p> <p data-bbox="810 655 1508 974"><u>(2) any persons working in any following institutions and their immediate family and other main relatives: any companies which hold or control more than 5% of the equity interest in the Company, the companies who are among top 5 shareholders of the Company or any institutions that have business relations with the Company or are interested in the Company;</u></p> <p data-bbox="810 1038 1508 1272"><u>(3) the natural person shareholders who directly or indirectly hold or control more than 1% of the equity interest in the Company, or the natural person shareholders among the top 10 shareholders of the Company and the immediate families of such persons;</u></p> <p data-bbox="810 1336 1508 1464"><u>(4) any person who provides financial, law and consulting services to the Company and its related parties and their immediate family members;</u></p> <p data-bbox="810 1527 1508 1613"><u>(5) any person who meets the criteria listed in any of the four sub-paragraphs above in the recent one year;</u></p> <p data-bbox="810 1676 1508 1761"><u>(6) any person holding any position other than independent directors in any other futures companies;</u></p> <p data-bbox="810 1825 1508 1847"><u>(7) any other persons who are identified by the CSRC.</u></p>

Original Article	Amended Article
<p>Article 112 The board of directors shall be accountable to the shareholders’ general meeting and exercise the following functions and powers:</p> <p>(1) to convene the shareholders’ general meetings and report its work to the shareholders’ general meetings;</p> <p>(2) to implement the resolutions of the shareholders’ general meetings;</p> <p>(3) to decide on the Company’s business plans and investment plans, specific annual business objectives and financing plans other than the issuance of corporate debentures or other securities, and listings;</p> <p>(4) to formulate the Company’s annual financial budgets and final accounts;</p> <p>(5) to formulate the Company’s profit distribution plan and the plan for making up losses;</p> <p>(6) to formulate proposals for the increase or reduction of the Company’s registered capital and the issuance of corporate debentures;</p> <p>(7) to formulate proposals for the major acquisition and repurchase of the Company’s shares or the merger, demerger, dissolution or change of corporate form of the Company;</p> <p>(8) to determine on the establishment of the Company’s internal management structure and on the establishment or closing of the Company’s sub-branches or representative offices;</p> <p>(9) to elect a chairman and vice-chairman of the board of directors of the Company;</p>	<p>Article 120 The board of directors shall be accountable to the shareholders’ general meeting and exercise the following functions and powers:</p> <p>(1) to convene the shareholders’ general meetings and report its work to the shareholders’ general meetings;</p> <p>(2) to implement the resolutions of the shareholders’ general meetings;</p> <p>(3) to decide on the Company’s business plans and investment plans, specific annual business objectives and financing plans other than the issuance of corporate debentures or other securities, and listings;</p> <p>(4) to formulate the Company’s annual financial budgets and final accounts;</p> <p>(5) to formulate the Company’s profit distribution plan and the plan for making up losses;</p> <p>(6) to formulate proposals for the increase or reduction of the Company’s registered capital and the issuance of corporate debentures;</p> <p>(7) to formulate proposals for the major acquisition and repurchase of the Company’s shares or the merger, demerger, dissolution or change of corporate form of the Company;</p> <p>(8) to determine on the establishment of the Company’s internal management structure and on the establishment or closing of the Company’s sub-branches or representative offices;</p> <p>(9) to elect a chairman and vice-chairman of the board of directors of the Company;</p>

Original Article	Amended Article
(10) to appoint or dismiss the general manager, secretary to the board of directors and chief risk officer, and to fix their remuneration, bonus and punishment;	(10) to appoint or dismiss the general manager, secretary to the board of directors and chief risk officer, and to fix their remuneration, bonus and punishment;
(11) pursuant to the general manager’s nominations to appoint or dismiss deputy general managers and the person in charge of financial matters of the Company and fix their remuneration, bonus and punishment;	(11) pursuant to the general manager’s nominations to appoint or dismiss deputy general managers and the person in charge of financial matters of the Company and fix their remuneration, bonus and punishment;
(12) to formulate the Company’s basic management system;	(12) to formulate the Company’s basic management system;
(13) to formulate proposals for amendment to the Articles of Association;	(13) to formulate proposals for amendment to the Articles of Association;
(14) to manage the information disclosure of the Company;	(14) to manage the information disclosure of the Company;
(15) to determine the establishment of special committees under the board of directors and to <u>nominate</u> the chairmen of these committees;	(15) to determine the establishment of special committees under the board of directors and to <u>appoint or dismiss</u> the chairmen of these committees;
(16) to propose to shareholders’ general meetings for the appointment or replacement of the accounting firms to provide audit services to the Company;	(16) to propose to shareholders’ general meetings for the appointment or replacement of the accounting firms to provide audit services to the Company;
(17) to hear the regular or non-regular work reports from the general manager of the Company or senior management appointed by the general manager and to approve the work reports of the general manager;	(17) to hear the regular or non-regular work reports from the general manager of the Company or senior management appointed by the general manager and to approve the work reports of the general manager;
(18) to consider and decide on the security depository system for customer margins to ensure that the depositing of customer margins is in compliance with the requirements for the protection of customer assets protection as well as the safe depositing and monitoring of futures margins;	(18) to consider and decide on the security depository system for customer margins to ensure that the depositing of customer margins is in compliance with the requirements for the protection of customer assets protection as well as the safe depositing and monitoring of futures margins;
(19) to consider and decide on the Company’s risk control system and internal control system;	(19) to consider and decide on the Company’s risk control system and internal control system;

Original Article	Amended Article
<p>(20) to decide on the risk investment, acquisition and disposal of assets, pledge of assets, external guarantees, trusted asset management and connected transactions of the Company within the authorization of the shareholders' general meeting;</p> <p>(21) to exercise other functions and powers conferred by laws, regulations and listing rules of the stock exchange where the Company's shares are listed, shareholders' general meetings and the Articles of Association.</p> <p>Except for the matters specified in sub-paragraphs (6) , (7) and (13) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The board of directors shall perform its duties in accordance with laws, administrative regulations, the Articles of Association and resolutions of shareholders.</p> <p>The board of directors shall make explanation to the shareholders' general meeting in respect of auditors' report with a qualified opinion issued by the certified public accountants regarding the financial statements of the Company.</p>	<p>(20) to decide on the risk investment, acquisition and disposal of assets, pledge of assets, external guarantees, trusted asset management and connected transactions of the Company within the authorization of the shareholders' general meeting;</p> <p>(21) <u>to formulate strategic plans for the Company's cultural construction, push forward and give direction to the Company's cultural construction;</u></p> <p><u>(22) to consider the Company's goal on IT management; to consider its IT strategy; to consider its plans for IT manpower and capital security; network security plans; to consider the overall effectiveness and efficiency of its annual IT management work;</u></p> <p><u>(23)</u> to exercise other functions and powers conferred by laws, regulations and listing rules of the stock exchange where the Company's shares are listed, shareholders' general meetings and the Articles of Association.</p> <p>Except for the matters specified in sub-paragraphs (6) , (7) and (13) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The board of directors shall perform its duties in accordance with laws, administrative regulations, <u>CSRC regulations and</u> the Articles of Association and resolutions of shareholders.</p> <p>The board of directors shall make explanation to the shareholders' general meeting in respect of auditors' report with a <u>non-standard</u> opinion issued by the certified public accountants regarding the financial statements of the Company.</p>

Original Article	Amended Article
<p>Article 113 The board of directors shall also be responsible for the following matters:</p> <p>(1) to formulate, review and improve the Company’s policies and practices on corporate governance;</p> <p>(2) to review and monitor the training and continuous professional development of directors and senior management;</p> <p>(3) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements of the securities regulatory authorities of the place where the shares are listed, and to make disclosures thereof accordingly;</p> <p>(4) to formulate, review and monitor the code of conduct and compliance manual applicable to employees and directors.</p> <p>The board of director shall be responsible for the above corporate governance functions. It may also delegate this responsibility to one or more special committees under the board of directors.</p>	<p>Article 121 The board of directors shall also be responsible for the following matters:</p> <p>(1) to formulate, review and improve the Company’s policies and practices on corporate governance;</p> <p>(2) to review and monitor the training and continuous professional development of directors and senior management;</p> <p>(3) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements of the securities regulatory authorities of the place where the shares are listed, and to make disclosures thereof accordingly;</p> <p>(4) to formulate, review and monitor the code of conduct and compliance manual applicable to employees and directors.</p> <p>The board of director shall be responsible for the above corporate governance functions. It may also delegate this responsibility to one or more special committees under the board of directors.</p>

Original Article	Amended Article
<p>Article 118 The board of directors shall hold at least four regular meetings every year, which shall be convened by the chairman of the board of directors. Extraordinary meetings of the board of directors may be held in any of the following circumstances:</p> <p>(1) when proposed jointly by one-third or more of the directors;</p> <p>(2) when proposed by one half or more of the independent non-executive directors;</p> <p>(3) when proposed by the supervisory committee;</p> <p>(4) when deemed as necessary by the chairman of the board of directors or when proposed by the general manager;</p> <p>(5) when proposed by the shareholders representing one tenth or more of voting rights; and</p> <p>(6) when requested by relevant regulatory departments.</p>	<p>Article 126 The board of directors shall hold at least four meetings every year, which shall be convened by the chairman of the board of directors. Extraordinary meetings of the board of directors may be held in any of the following circumstances:</p> <p>(1) when proposed jointly by one-third or more of the directors;</p> <p>(2) when proposed by one half or more of the independent non-executive directors;</p> <p>(3) when proposed by the supervisory committee;</p> <p>(4) when deemed as necessary by the chairman of the board of directors or when proposed by the general manager;</p> <p>(5) when proposed by the shareholders representing one tenth or more of voting rights; and</p> <p>(6) when requested by relevant regulatory departments.</p>

Original Article	Amended Article
<p>Article 128 The secretary to the board of directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary duties include:</p> <p>(1) to ensure that the Company has a complete set of documents and records on organization;</p> <p>(2) to ensure that the Company prepares and delivers the reports and documents required by the competent authorities pursuant to law;</p> <p>(3) to ensure that the Company’s register of shareholders is properly set up and that the persons entitled to access to the relevant records and documents are furnished with such records and documents without delay.</p>	<p>Article 136 The secretary to the board of directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary duties include:</p> <p>(1) <u>to prepare the shareholders’ general meetings and meetings of the board of directors;</u></p> <p>(2) <u>to disclose information of the Company;</u></p> <p>(3) to ensure that the Company has a complete set of documents and records on organization;</p> <p>(4) to ensure that the Company prepares and delivers the reports and documents required by the competent authorities pursuant to law;</p> <p>(5) to ensure that the Company’s register of shareholders is properly set up and that the persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;</p> <p>(6) <u>other functions and powers stipulated by laws and regulations or the Articles of Association.</u></p>

Original Article	Amended Article
<p>Article 130 The Company shall have one general manager who shall be nominated by the chairman, and be appointed or dismissed by the board of directors. The Company shall have several deputy general managers who shall be nominated by the general manager and to be appointed or dismissed by the board of directors. The general managers shall be accountable to the board of directors. The deputy general managers shall assist the general manager in his work and be accountable to the general manager.</p> <p>The total number of people from abroad appointed as executive officers (general manager, deputy general managers and chief risk officer) shall not exceed 30% of the Company’s total number of executive officers.</p> <p>There shall not be a close relative relationship between the chairman, general manager and chief risk officer. The offices of the chairman and the general manager may not be held concurrently by one person.</p>	<p>Article 138 The Company shall have one general manager who shall be nominated by the Chairman, and be appointed or dismissed by the Board of Directors. The Company shall have several deputy general managers who shall be nominated by the general manager and to be appointed or dismissed by the board of directors. <u>The Company should report to the local CSRC office at the company’s domicile for record when appointing or removing senior management personnel.</u> The general managers shall be accountable to the board of directors. The deputy general managers shall assist the general manager in his work and be accountable to the general manager.</p> <p><u>Each term of office of the general managers and deputy general managers shall be three years, renewable upon re-election.</u></p> <p>There shall not be a close relative relationship between the chairman, general manager and chief risk officer. The offices of the chairman and the general manager may not be held concurrently by one person.</p>

Original Article	Amended Article
<p>Article 131 The general manager of the Company shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(1) to preside over the production, operation and management of the Company, and report to the board of directors on his work;</p> <p>(2) to arrange the implementation of the resolutions of the board of directors;</p> <p>(3) to arrange the implementation of the Company’s annual business, investment and financing plans formulated by the board of directors;</p> <p>(4) to work out plans for the establishment of the Company’s internal management office;</p> <p>(5) to work out plans for the establishment of branch companies, business division and other branches of the Company;</p> <p>(6) to work out the Company’s basic management system;</p> <p>(7) to formulate the Company’s specific rules and regulations;</p> <p>(8) to propose to the board of directors for the appointment or removal of the deputy general managers and financial controller, and provide suggestions on remuneration;</p> <p>(9) to appoint or remove the management (other than those required to be appointed or removed by the board of directors), and determine their appraisal, remuneration, bonus and punishment;</p>	<p>Article 139 The general manager of the Company shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(1) to preside over the production, operation and management of the Company, and report to the board of directors on his work;</p> <p>(2) to arrange the implementation of the resolutions of the board of directors;</p> <p>(3) to arrange the implementation of the Company’s annual business, investment and financing plans formulated by the board of directors;</p> <p>(4) to work out plans for the establishment of the Company’s internal management office;</p> <p>(5) to work out plans for the establishment of branch companies, business division and other branches of the Company;</p> <p>(6) to work out the Company’s basic management system;</p> <p>(7) to formulate the Company’s specific rules and regulations;</p> <p>(8) to propose to the board of directors for the appointment or removal of the deputy general managers and <u>the person in charge of financial matters</u>, and provide suggestions on remuneration;</p> <p>(9) to appoint or remove the management (other than those required to be appointed or removed by the board of directors), and determine their appraisal, remuneration, bonus and punishment;</p>

Original Article	Amended Article
<p>(10) to review the wages, benefits and incentive scheme of the Company’s employees, and decide on the employment and dismissal of employees;</p> <p>(11) to determine matters such as the Company’s investment, financing, contracts and transactions to the extent authorized by the Articles of Association and the board of directors;</p> <p>(12) other functions and powers authorized by the Articles of Association or the board of directors.</p>	<p>(10) to review the wages, benefits and incentive scheme of the Company’s employees, and decide on the employment and dismissal of employees;</p> <p>(11) to determine matters such as the Company’s investment, financing, contracts and transactions to the extent authorized by the Articles of Association and the board of directors;</p> <p><u>(12) to arrange implementation of the work plan for the Company’s cultural construction;</u></p> <p><u>(13)</u> other functions and powers authorized by the Articles of Association or the board of directors.</p>
	<p><u>Article 145 The major duties of the chief risk officer are:</u></p> <p><u>(1) supervision and inspection of the legal compliance and risk management of the operations and management of the Company, and to verify the relevant issues of the Company in accordance with the requirements of the regulatory authorities.</u></p> <p><u>(2) to report the legal compliance and risk management of the operations and management of the Company to the general manager, the board of directors of the Company and the CSRC’s agency at the Company’s domicile.</u></p> <p><u>(3) to handle matters required for investigation by CSRC, its local agencies and self-regulatory organizations, and cooperate with regulatory inspections and investigations.</u></p> <p><u>(4) to give direction on how to handle complaints and reports involving violation of laws and regulations by the Company and its employees.</u></p> <p><u>(5) other duties stipulated by relevant laws, regulations and normative documents.</u></p>

Original Article	Amended Article
	<p data-bbox="810 165 1509 293"><u>Article 146 The chief risk officer may exercise the following functions and powers as needed to perform his/her duties:</u></p> <p data-bbox="810 357 1509 442"><u>(1) to participate in or attend the meetings related to his/her performance of duties;</u></p> <p data-bbox="810 506 1509 591"><u>(2) to have access to relevant documents, archives and information of the Company;</u></p> <p data-bbox="810 655 1509 825"><u>(3) to conduct interviews with relevant staff of the Company, as well as personnel of the intermediary service organizations providing audit, legal and other services to the Company;</u></p> <p data-bbox="810 889 1509 1070"><u>(4) to get understanding of the business operation of the Company, to supervise and inspect the compliance of the Company’s business operation, and to conduct risk assessment and give warnings;</u></p> <p data-bbox="810 1134 1509 1315"><u>(5) to provide comments and recommendations on compliance issues concerning the Company’s major decisions, management systems, business rules and processes;</u></p> <p data-bbox="810 1378 1509 1453"><u>(6) other functions and powers stipulated in the Articles of Association.</u></p>

Original Article	Amended Article
	<p><u>Article 147 The chief risk officer is prohibited to:</u></p> <p><u>(1) commit unauthorized absence, fail to perform his/her duties without cause or reason, or authorize others to perform duties on his/her behalf;</u></p> <p><u>(2) hold any other positions in the Company other than the head of the compliance department, or engage in activities that may affect the independent performance of his/her duties;</u></p> <p><u>(3) withhold the information about, delay to report or make false report on, any illegal behavior and irregularity or significant potential risk in the Company’s operation and management;</u></p> <p><u>(4) take advantage of his/her position for personal gains;</u></p> <p><u>(5) abuse his/her power to intervene the Company’s normal operation;</u></p> <p><u>(6) do harm to the legitimate interests of the Company or customers by leaking the Company’s secrets or customer information to third parties unrelated to the performance of his/her duties;</u></p> <p><u>(7) prejudice the legitimate interests of customers or the Company in any other ways.</u></p>

Original Article	Amended Article
	<p data-bbox="810 165 1509 538"><u>Article 148 In the event of being aware that there are other problems in addition to those illegal behaviors and irregularities or significant potential risks listed in Article 149 of these Articles of Association with regards to the legal compliance and risk management in the Company’s operation and management, the chief risk officer shall provide suggestions on rectifications to general manager or person in charge in a timely manner.</u></p> <p data-bbox="810 602 1509 921"><u>In case of the general manager or the person in charge failing to rectify the existing problem or the rectification results failing to meet the requirements, the chief risk officer shall promptly report to the chairman, the risk control committee of the board of directors or the supervisory committee, and to, if necessary, the CSRC’s local agency at the Company’s domicile.</u></p>

Original Article	Amended Article
	<p><u>Article 149</u> In the event of being aware that the Company commits following illegal behaviors and irregularities or is exposed to significant potential risks, the chief risk officer shall promptly report to the CSRC’s local agency at the Company’s domicile and report to the board of directors and the supervisory committee:</p> <p><u>(1) alleged occupation, misappropriation of customers’ security deposits and other behaviors violating the customers’ rights and interests;</u></p> <p><u>(2) the Company’s assets are withdrawn, occupied, misappropriated, seized, frozen or used as security;</u></p> <p><u>(3) the Company’s net capital is unable to consistently meet regulatory standards;</u></p> <p><u>(4) the Company may be exposed to significant risks due to significant litigation or arbitration;</u></p> <p><u>(5) shareholders intervene the Company’s normal operation;</u></p> <p><u>(6) other circumstances specified by the CSRC.</u></p> <p><u>In case of the above circumstances, the Company shall implement rectification measures as suggested by the CSRC’s local agency at the Company’s domicile. The chief risk officer shall cooperate in rectification and report the rectification activities to the CSRC’s local agency at the Company’s domicile.</u></p>

Original Article	Amended Article
<p>Additions</p>	<p><u>Chapter 15 General Legal Counsel</u></p> <p><u>Article 153 The Company shall have one general legal counsel who shall be nominated by the chairman, and be appointed or dismissed by the board of directors. The general legal counsel is a senior management officer of the Company, and he is fully responsible for legal affairs.</u></p>
<p>Article 141 The supervisory committee shall comprise six (6) to nine (9) supervisors, of whom no less than two (2) shall be independent supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.</p> <p>The supervisory committee shall have one chairman, whose appointment and dismissal shall be subject to the approval of two-thirds or more of its members by voting.</p>	<p>Article 155 The supervisory committee shall comprise eight (8) supervisors, of whom no less than two (2) shall be independent supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment. <u>The appointment or removal of supervisors of the Company shall be reported to the local agency of the CSRC for record as required.</u></p> <p>The supervisory committee shall have one chairman, whose appointment and dismissal shall be subject to the approval of two-thirds or more of its members by voting.</p>

Original Article	Amended Article
<p>Article 149 The supervisory committee shall be accountable to the shareholders’ general meeting and exercise the following functions and powers in accordance with laws:</p> <p>(1) to review the Company’s finance;</p> <p>(2) to monitor any acts of the directors and senior management of the Company during their performance of duties, and to propose dismissal of any directors and senior management of the Company who violate laws, administrative regulations, the Articles of Association or any resolutions of shareholders’ general meetings;</p> <p>(3) to demand rectification from a director and senior management when the acts of such persons are harmful to the Company’s interest;</p> <p>(4) to verify the financial information such as the financial report and business report to be submitted by the board of directors to the shareholders’ general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practicing auditors;</p> <p>(5) to propose the convening of an extraordinary general meeting and to convene and preside over shareholders’ general meetings when the board of directors fails to perform such duties;</p>	<p>Article 163 The supervisory committee shall be accountable to the shareholders’ general meeting and exercise the following functions and powers in accordance with laws:</p> <p>(1) to review the Company’s finance;</p> <p>(2) to monitor any acts of the directors and senior management of the Company during their performance of duties, and to propose dismissal of any directors and senior management of the Company who violate laws, administrative regulations, the Articles of Association or any resolutions of shareholders’ general meetings;</p> <p>(3) to demand rectification from a director and senior management when the acts of such persons are harmful to the Company’s interest;</p> <p>(4) to verify the financial information such as the financial report and business report to be submitted by the board of directors to the shareholders’ general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practicing auditors;</p> <p>(5) to propose the convening of an extraordinary general meeting and to convene and preside over shareholders’ general meetings when the board of directors fails to perform such duties;</p>

Original Article	Amended Article
<p>(6) to submit proposals to the shareholders’ general meeting;</p> <p>(7) to bring an action against a director or a senior executive officer in accordance with Article 152 of the Company Law;</p> <p>(8) to propose the convening of an extraordinary board meeting;</p> <p>(9) to elect the chairman of the supervisory committee;</p> <p>(10) to carry out investigation if the Company is found to have abnormal operations; if necessary, an accounting firm or a law firm and other professional institutions may be engaged to assist it in its work at the expenses of the Company; and</p> <p>(11) to exercise other functions and powers specified in the Articles of Association.</p> <p>Supervisors shall attend the board meetings as non-voting participants and may raise queries or suggestions on the resolutions of the board of directors.</p>	<p>(6) to submit proposals to the shareholders’ general meeting;</p> <p>(7) to bring an action against a director or a senior executive officer in accordance with Article 152 of the Company Law;</p> <p>(8) to propose the convening of an extraordinary board meeting;</p> <p>(9) to elect the chairman of the supervisory committee;</p> <p>(10) to carry out investigation if the Company is found to have abnormal operations; if necessary, an accounting firm or a law firm and other professional institutions may be engaged to assist it in its work at the expenses of the Company;</p> <p><u>(11) to supervise the implementation of the Company’s cultural construction;</u></p> <p><u>(12)</u> to exercise other functions and powers specified in the Articles of Association.</p> <p>Supervisors shall attend the board meetings as non-voting participants and may raise queries or suggestions on the resolutions of the board of directors.</p>

Original Article	Amended Article
Chapter 15 Party Building Work	Chapter 6 Party Organizations
<p>Article 154 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish Party Organizations and related administrative organs, and maintain staffing to handle Party affairs. As approved by the Party Committee of Zhongtai Securities Co., Ltd., the Company has established the Communist Party Committee of LUZHENG FUTURES Company Limited (中共魯証期貨股份有限公司委員會) (the “Party Committee of the Company”) and the Communist Party Commission for Discipline Inspection of LUZHENG FUTURES Company Limited (中共魯証期貨股份有限公司紀律檢查委員會) (the “Party Commission for Discipline Inspection of the Company”). The number of secretaries, deputy secretaries and members of the Party Committee of the Company and the Party Commission for Discipline Inspection of the Company shall be determined with the approval of higher Party Organizations, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the Communist Party of China, the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China, etc. The Party Organization of the Company is under the Communist Party Committee of Zhongtai Securities Co., Ltd.</p>	<p>Article 38 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish Party Organizations and related administrative organs, and maintain staffing to handle Party affairs. As approved by the Party Committee of Zhongtai Securities Co., Ltd., the Company has established the Communist Party Committee of ZHONGTAI FUTURES Company Limited (中共中泰期貨股份有限公司委員會) (the “Party Committee of the Company”) and the Communist Party Commission for Discipline Inspection of ZHONGTAI FUTURES Company Limited (中共中泰期貨股份有限公司紀律檢查委員會) (the “Party Commission for Discipline Inspection of the Company”). The number of secretaries, deputy secretaries and members of the Party Committee of the Company and the Party Commission for Discipline Inspection of the Company shall be determined with the approval of higher Party Organizations, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the Communist Party of China, the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China and Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial)* (《中國共產黨國有企業基層組織工作條例(試行)》), etc. The Party Organization of the Company is under the Communist Party Committee of Zhongtai Securities Co., Ltd.</p>

Original Article	Amended Article
<p>Article 155 The Party Committee of the Company shall establish the Party Work Department and Party Organization Department as the working units of Party Committee, and maintain staffing to handle Party affairs. The Party Commission for Discipline Inspection of the Company shall maintain staffing for discipline inspection work. The Company’s working units of Party Committee and its staffing shall be included into the Company’s management organization and establishment, while the budget for Party organization work shall be included into the Company’s budget and charged to the Company’s administrative expenses.</p>	<p>Article 39 The Party Committee of the Company shall establish the Party Work Department, and maintain <u>sufficient</u> staffing to handle Party affairs. The Party Commission for Discipline Inspection of the Company <u>shall establish a Work Department for Discipline Inspection and</u> shall maintain staffing for discipline inspection work. The Company’s working units of Party Committee and its staffing shall be included into the Company’s management organization and establishment. The budget for Party organization work shall be included into the Company’s budget and charged to the Company’s administrative expenses.</p>
<p>Article 156 The Party Committee of the Company shall establish branch committees of the Party in accordance with the relevant provisions, and establish robust grass-root Party Organizations and carry out Party activities, as well as conducting regular general elections in accordance with the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China.</p>	<p>Article 40 The Party Committee of the Company shall establish branch committees of the Party in accordance with the relevant provisions, and establish robust grass-root Party Organizations and carry out Party activities, as well as conducting regular general elections in accordance with the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China (<u>《中國共產黨基層組織選舉工作暫行條例》</u>) and <u>Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial)*</u> (<u>《中國共產黨國有企業基層組織工作條例(試行)》</u>).</p>

Original Article	Amended Article
<p>Article 157 The Party Organization of the Company shall play a core role in leadership and politics, and shall lead the general direction, control the general situation and ensure successful implementation. The Party Organization of the Company shall thoroughly implement the theories, directions, principles and policies of the Party to ensure that the Company stays on the right track of reform and development. The Party Organization of the Company shall discuss major issues and focus on main points to strengthen collective leadership, promote scientific decision-making, as well as promoting the Company’s comprehensive fulfillment of economic, political and social responsibilities. Through the Party’s supervision of officials and talents, the Company strengthens corporate leadership and staff capabilities to ensure a talent pool is created for corporate reform and development. With a focus on building a strong foundation through training of rank-and-file staff, the Party Organization of the Company shall give full play to the role of the grass-root Party Organizations as strongholds as well as the pioneer and exemplary roles of Party members, and lead the mass organizations by stepping up its efforts in ideological and political works to push ahead the implementation of various works and tasks with concerted efforts. Through the implementation of the principal responsibility and supervision responsibility system for enforcing strict discipline of the Party, the Party Organization of the Company shall reinforce the work in relation to the construction of the Party’s work style and its clean and honest administration as well as anti-corruption with a view to rectifying work style and discipline as well as preventing risks at the same time.</p>	<p>Article 41 The Party <u>Committee</u> of the Company shall play a <u>leading role, insist on concurrent scheming, planning, implementation, appraisal of both party-building and operation in accordance with the general requirement of “lead the general direction, control the general situation and promote successful implementation”, discussing and making decisions on significant matters of the Company in accordance with the regulations. The main responsibilities are:</u></p> <p><u>(1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to strengthen their consciousness to maintain political integrity, think in big-picture terms, uphold the leadership core, and keep in alignment, fortify our confidence in the socialist path, theories, system and culture with Chinese characteristics, and achieve the upholding of General Secretary Xi Jinping’s core position on the CPC Central Committee and in the Party as a whole and the authority and centralized leadership of the Party Central Committee, bear national interests in mind, maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></p>

Original Article	Amended Article
	<p><u>(2) to thoroughly study and implement Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the Party’s theory, thoroughly implement the Party’s line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organisation at a higher level in the Company;</u></p> <p><u>(3) to investigate and discuss the significant operation and management matters of the Company and support the shareholders’ general meeting, the board of directors, the supervisory committee and the management to perform their powers and functions in accordance with the laws;</u></p> <p><u>(4) to implement the principles of Party management of cadres and Party management of talents, to strengthen the leadership and watchdog role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company, pay attention to the training and use of non-party cadres and talents;</u></p>

Original Article	Amended Article
	<p><u>(5) Strengthen and improve the construction of working style of the Party in the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy, thereby creating an incorruptible and upright political atmosphere;</u></p> <p><u>(6) to undertake the main responsibility in improving Party conduct and upholding integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules, for the sole purpose of being afraid, incapable and undesirous of corruption and promote Party self-governance exercised fully and with rigor into the grassroots level;</u></p> <p><u>(7) to strengthen the building of grass-root Party organisations and of its contingent of Party members, unit and lead employees to devote themselves into the reform and development of the Company;</u></p> <p><u>(8) to lead the ideological and political work, the spirit and civilization progress, the United Front work and lead mass organisations such as the Labour Union, Communist Youth League;</u></p> <p><u>(9) to set up a cultural construction leading group headed by the secretary of the Party Committee to lead the Company’s cultural construction.</u></p>

Original Article	Amended Article
<p>Article 158 The Company shall establish and improve relevant rules and regulations, which shall explicitly separate the responsibilities of the Party Committee of the Company and the shareholders’ general meeting, board of directors, supervisory committee and the management, and include the organizational mechanism, division of duties, staffing, tasks and budget of the Party Committee of the Company into the management structure, the management system and scope of duties, establishing an effectively balanced corporate governance mechanism with separating duties and responsibilities as well as coordinating operation.</p>	<p>Article 42 The Company shall establish and improve relevant rules and regulations, adopt “List Management”, which shall explicitly separate the responsibilities of the Party Committee of the Company and the shareholders’ general meeting, board of directors, Supervisory Committee and the management, and include the organizational mechanism, division of duties, staffing, tasks and budget of the Party Committee of the Company into the management structure, the management system and scope of duties, establishing an effectively balanced corporate governance mechanism with separating duties and responsibilities as well as coordinating operation.</p>
<p>Article 159 The Company shall establish a decision-making mechanism of the Party Committee, which shall explicitly set out the scope and procedures for the decision-making and participation in decision-making on major issues by the Party Committee of the Company. Study and discussion by the Party Committee of the Company are the preceding procedures for decision-making on major issues by the board of directors and the management. Major operational and administrative issues must first be studied and discussed by the Party Committee of the Company, and then be decided by the board of directors or the management.</p> <p>Article 160 The decision-making of the Party Committee of the Company shall adhere to collective leadership, a democratic centralism, individual deliberation and decision by meeting. Major issues shall be fully negotiated, and decisions shall be made scientifically, democratically and in accordance with laws.</p>	<p>Article 43 The Company shall establish a decision-making mechanism of the Party Committee, which shall explicitly set out the scope and procedures for the decision-making and participation in decision-making on major issues by the Party Committee of the Company. Study and discussion by the Party Committee of the Company are the preceding procedures for decision-making on major issues by the board of directors and the management. Major operational and administrative issues must first be studied and discussed by the Party Committee of the Company, and then be decided by the board of directors or the management.</p> <p>The decision-making of the Party Committee of the Company shall adhere to collective leadership, a democratic centralism, individual deliberation and decision by meeting. Major issues shall be fully negotiated, and decisions shall be made scientifically, democratically and in accordance with laws.</p>
<p>Article 161 The Company’s directors, supervisors and senior management shall obtain the qualifications for their positions approved by the CSRC and its local agencies, and meet the relevant requirements under the Measures Governing the Qualifications for the Position of Directors, Supervisors and Senior Management of Futures Companies as well as other relevant laws, administrative regulations and regulatory documents.</p>	<p>Article 168 The Company’s directors, supervisors and senior management shall meet the relevant requirements under the Measures Governing the Qualifications for the Position of Directors, Supervisors and Senior Management of Futures Companies as well as other relevant laws, administrative regulations and regulatory documents.</p>

Original Article	Amended Article
<p>Article 201 The Company’s appointment, removal and non-reappointment of an accounting firm shall be decided by a shareholder’ general meeting and filed with the competent securities authorities of the State Council.</p> <p>Where a resolution at a shareholders’ general meeting is intended to be passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to re-appoint an accounting firm that was appointed by the board of directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) The proposal for the appointment or removal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to vacate its post, or to the accounting firm which has vacated its post in the relevant accounting year.</p> <p>Vacating a post shall include removal, resignation and retirement.</p>	<p>Article 208 The Company’s appointment, removal and non-reappointment of an accounting firm shall be decided by a shareholder’ general meeting and filed with the securities regulatory authorities of the State Council.</p> <p>Where a resolution at a shareholders’ general meeting is intended to be passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to re-appoint an accounting firm that was appointed by the board of directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) The proposal for the appointment or removal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to vacate its post, or to the accounting firm which has vacated its post in the relevant accounting year.</p> <p>Vacating a post shall include removal, resignation and retirement.</p>

Original Article	Amended Article
<p>(2) If the accounting firm vacating its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the representations are received too late) take the following measures:</p> <p>(i) in any notice of meeting held for making the resolution, state the fact that representations have been made by the vacating accounting firm; and</p> <p>(ii) attach a copy of the representations to the notice and send it to the shareholders in the manner stipulated in the Articles of Association.</p> <p>The notice shall become effective on the date of deposit at the legal address of the Company or on such later date as may be stated therein.</p> <p>(3) If the Company fails to send out the accounting firm’s representations in the manner set out in sub-paragraph (2) of this Article, such accounting firm may require that the representations be read out at a shareholders’ general meeting and may make further complaints.</p> <p>(4) An accounting firm which is vacating its post shall be entitled to attend:</p> <p>(i) the shareholders’ general meeting at which its term of office would otherwise have expired;</p> <p>(ii) the shareholders’ general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(iii) the shareholders’ general meeting which is convened as a result of its resignation,</p> <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</p>	<p>(2) If the accounting firm vacating its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the representations are received too late) take the following measures:</p> <p>(i) in any notice of meeting held for making the resolution, state the fact that representations have been made by the vacating accounting firm; and</p> <p>(ii) attach a copy of the representations to the notice and send it to the shareholders in the manner stipulated in the Articles of Association.</p> <p>The notice shall become effective on the date of deposit at the legal address of the Company or on such later date as may be stated therein.</p> <p>(3) If the Company fails to send out the accounting firm’s representations in the manner set out in sub-paragraph (2) of this Article, such accounting firm may require that the representations be read out at a shareholders’ general meeting and may make further complaints.</p> <p>(4) An accounting firm which is vacating its post shall be entitled to attend:</p> <p>(i) the shareholders’ general meeting at which its term of office would otherwise have expired;</p> <p>(ii) the shareholders’ general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(iii) the shareholders’ general meeting which is convened as a result of its resignation,</p> <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</p>

Original Article	Amended Article
<p>Article 216 Amendments to the Articles of Association which involve the contents of the Mandatory Provisions shall become effective upon approval by the company approval authorities authorized by the State Council and the competent securities authorities of the State Council. Where amendments involve the registered particulars of the Company, alteration of registration shall be made in accordance with the law.</p>	<p>Article 223 Amendments to the Articles of Association which involve the contents of the Mandatory Provisions shall become effective upon approval by the company approval authorities authorized by the State Council and the securities regulatory authorities of the State Council. Where amendments involve the registered particulars of the Company, alteration of registration shall be made in accordance with the law.</p>
<p>Article 224 “Senior management” referred to in the Articles of Association mean the general manager, deputy general managers, chief risk officer, financial controller and secretary to the board of directors. References to “general manager”, “deputy general managers” and “financial controller” in the Articles of Association are references to “manager”, “vice manager” and “the person in charge of financial matters” in the Company Law. In particular, the meaning of “general manager” and “deputy general managers” is the same as that of “president” and vice-president” referred to in the Hong Kong Listing Rules.</p>	<p>Article 231 “Senior management” referred to in the Articles of Association mean the general manager, deputy general managers, chief risk officer, <u>the person in charge of financial matters, general legal counsel</u> and secretary to the board of directors. References to “general manager”, “deputy general managers” and “<u>the person in charge of financial matters</u>” in the Articles of Association are references to “manager”, “vice manager” and “the person in charge of financial matters” in the Company Law. In particular, the meaning of “general manager” and “deputy general managers” is the same as that of “president” and vice-president” referred to in the Hong Kong Listing Rules.</p>