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北京汽車股份有限公司
BAIC MOTOR CORPORATION LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1958)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE SHAREHOLDERS' MEETINGS
AND
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 17 February 2023, the State Council (the “**State Council**”) of the PRC and the China Securities Regulatory Commission issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (collectively, the “**New Regulations**”), with effect from 31 March 2023. As at the effective date of the New Regulations, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (the “**Special Regulations**”) and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) (the “**Mandatory Provisions**”) shall also be repealed simultaneously. Under the New Regulations, PRC issuers shall formulate the articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) (the “**Guidelines on AoA**”). Given the above changes, the Stock Exchange has made consequential amendments to the Listing Rules with effect from 1 August 2023 to reflect the New Regulations.

Besides, the newly revised Company Law of the People's Republic of China (《中華人民共和國公司法》) (the “**Company Law**”) has taken effect on 1 July 2024. The consultation conclusions to the “Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange in April 2024 also came into effect on 11 June 2024.

Given the above, the board of directors (the “**Directors**”) of the Company (the “**Board**”) proposes to make amendments to the articles of association of the Company (the “**Articles of Association**”) in order to (i) remove such provisions that are obsolete as a result of the repeal of the Special Regulations and the Mandatory Provisions; (ii) reflect the New Regulations; (iii) further embody certain requirements of the Guidelines on AoA and the Company Law; (iv) allow the Company to hold treasury shares and so on. It is also proposed to amend the rules of procedures for the shareholders' meetings of the Company (the “**Rules of Procedures for the Shareholders' Meetings**”) and the rules of procedures for the Board (the “**Rules of Procedures for the Board**”, together with the Articles of Association, the “**Documents**”) accordingly. Such proposed amendments to the Documents shall be further proposed and subject to the approval of the general meeting of the Company (the “**General Meeting**”).

Details of the aforementioned proposed amendments are set out in Appendix I to Appendix III to this announcement.

The Company will send the circular and notice of the General Meeting in relation to the aforementioned proposed amendments to the shareholders of the Company in due course.

The Documents are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

By Order of the Board
BAIC Motor Corporation Limited
Wang Jianhui
Secretary to the Board and Company Secretary

Beijing, the PRC, 20 September 2024

As at the date of this announcement, the Board comprises Mr. Chen Wei, as Chairman of the Board and non-executive Director; Mr. Hu Hanjun and Mr. Chen Hongliang, as non-executive Directors; Mr. Song Wei, as executive Director; Mr. Ye Qian, Mr. Paul Gao, Mr. Kevin Walter Binder, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors.

* For identification purpose only

APPENDIX I: SPECIFIC PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original	Revised
1.	<p>NOTE: In the margin notes to the provisions of these Articles of Association, the “Company Law” refers to The Company Law of the People’s Republic of China (as amended in 2018), the “Mandatory Provisions” refer to the “Mandatory Provisions for Articles of Association of Companies Listed Overseas” (Zheng Wei Fa [1994] No.21) jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System; the “Letter of Opinions on Supplementary Amendment” refers to the “Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong” (Zheng Jian Hai Han [1995] No.1) jointly issued by the Overseas Listing Department of the CSRC and the Production System Department of the former State Commission for Restructuring the Economic System; the “Guidelines on Articles” refer to the Guidelines on Articles of Association of Listed Companies (as amended in 2019); “Main Board Listing Rules” refer to Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; “Appendix 3 to Main Board Listing Rules” refers to the Appendix 3 to the Listing Rules issued by The Stock Exchange of Hong Kong Limited; “Appendix 13D to the Listing Rules” refers to Part D of Appendix 13 to the Listing Rules issued by The Stock Exchange of Hong Kong Limited.</p>	<p>NOTE: In the margin notes to the provisions of these Articles of Association, the “Company Law” refers to “The Company Law of the People’s Republic of China”; (as amended in 2018), the “Mandatory Provisions” refer to the “Mandatory Provisions for Articles of Association of Companies Listed Overseas” (Zheng Wei Fa [1994] No.21) jointly issued by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System; the “Letter of Opinions on Supplementary Amendment” refers to the “Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong” (Zheng Jian Hai Han [1995] No.1) <u>“Securities Law” refers to the Law of the People’s Republic of China on Securities; “Trial Measures” refers to the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies;</u> the “Guidelines on Articles” refer to the Guidelines on Articles of Association of Listed Companies (as amended in 2019); “Main Board Listing Rules” refer to Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; “Appendix 3<u>A1</u> to Main Board Listing Rules” refers to the Appendix 3<u>A1</u> to the Listing Rules issued by of The Stock Exchange of Hong Kong Limited; “Appendix 13D to the Listing Rules” refers to Part D of Appendix 13 to the Listing Rules issued by The Stock Exchange of Hong Kong Limited.</p>

No.	Original	Revised
2.	<p>Article 1 These Articles of Association (“Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, Guidelines on Articles of Association of Listed Companies (as amended in 2019), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Constitution of the Communist Party of China (the “Party Constitution”) and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>	<p>Article 1 These Articles of Association (“Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, <u>Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies,</u> Guidelines on Articles of Association of Listed Companies (as amended in 2019), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (<u>(the “Main Board Listing Rules”)</u>), the Constitution of the Communist Party of China (the “Party Constitution”) and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders, <u>employees</u> and creditors, and regulating the organization and activities of the Company.</p>
3.	<p>Article 5 The legal representative of the Company shall be the chairman of the board of directors.</p>	<p>Article 5 The legal representative of the Company shall be the chairman of the board of directors. <u>The chairman of the Company shall be appointed and changed in accordance with the provisions of the Articles. Where the chairman of the Company resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days of resignation of the legal representative.</u></p>

No.	Original	Revised
4.	<p>Article 8 The Company shall implement democratic management in accordance with the Constitution of the People’s Republic of China and relevant laws, establish a labor union organization and carry out activities thereof in accordance with the law, so as to protect legitimate rights and interests of employees. The Company shall provide the labor union organization with necessary activity conditions.</p>	<p>Article 8 The Company shall implement democratic management in accordance with the Constitution of the People’s Republic of China and relevant laws, <u>shall establish and improve a democratic management system in the form of assembly of the representatives of the employees, and adopt democratic management in such form or any other ways</u>, establish a labor union organization and carry out activities thereof in accordance with the law, so as to protect legitimate rights and interests of employees. The Company shall provide the labor union organization with necessary activity conditions.</p>
5.	/	<p><u>Article 9 The Company abides by the provisions of laws and regulations during its production and business activities. The Company adopts a general counsel system to further exert the function of the general counsel in legal review and supervision of operation and management, thereby facilitating the legal operation and compliance management of the Company.</u></p>
6.	<p>Article 9 These Articles shall be passed at the general meeting of the Company by special resolution before becoming effective from the date on which the overseas listed foreign shares of the Company are listed on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”) subject to approval of relevant authorities of the PRC and shall supersede the existing articles of association of the Company filed with the administration authorities for industry and commerce.</p> <p>.....</p>	<p>Article 9 <u>Article 910</u> The Articles shall be passed at the general meeting of the Company by special resolution before becoming effective from the date on which the overseas listed foreign shares of the Company are listed on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”) subject to approval of relevant authorities of the PRC and shall supersede the existing articles of association of the Company filed with the administration authorities for industry and commerce. <u>shall come into force upon the approval by special resolution at the shareholders’ meeting of the Company.</u></p> <p>.....</p>

No.	Original	Revised
7.	<p>Article 10</p> <p>According to these Articles, a shareholder may take legal action against the Company, and the Company may also take legal action against shareholders;</p>	<p>Article 101</p> <p>According to these Articles, a shareholder may take legal action against the Company, and the Company may also take legal action against shareholders, <u>directors, supervisors, president and other senior management of the Company;</u></p>
8.	<p>Article 11 The Company may invest in other enterprises. However, the Company shall not be a capital contributor who is jointly liable for the debt of any enterprise in which the Company invests in, unless otherwise provided by laws.</p>	<p>Article 142 The Company may invest in other enterprises. <u>The Company shall be subject to the law under which it shall not become a capital contributor severally and jointly liable for the debts of the enterprises in which it invests.</u> However, the Company shall not be a capital contributor who is jointly liable for the debt of any enterprise in which the Company invests in, unless otherwise provided by laws.</p>
9.	<p>Article 13 The scope of business of the Company shall be based on the items approved by the company registration authorities and business administration authorities.</p> <p>The scope of business of the Company covers: manufacture of automobiles, components and accessories, which is only operated by its branches; sales of self-manufactured products; development of technologies, technical services and consultation; economic information consultation; equipment installation; import and export of goods and technologies and import and export business agent. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.)</p>	<p>Article 134 The scope of business of the Company shall be based on the items approved by the company registration authorities and business administration authorities.</p> <p>The scope of business of the Company covers: manufacture of automobiles, components and accessories, which is only operated by its branches; sales of self-manufactured products; development of technologies, technical services and consultation; economic information consultation; equipment installation; import and export of goods and technologies and import and export business agent. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.)</p>

No.	Original	Revised
10.	Article 14 The Company shall have ordinary shares at all times. It may create other classes of shares subject to approval by the approval authorities under the State Council.	Article 145 The Company shall have ordinary shares at all times . It may create other classes of shares subject to approval <u>registration or filing with</u> by the approval authorities under the State Council.
11.	Article 17 Subject to approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors.	Article 178 Subject to approval of the securities regulatory authority of the State Council, the The Company may issue shares to domestic and foreign investors ; , <u>which shall comply with the registration or filing procedures with the China Securities Regulatory Commission (the “CSRC”) in accordance with the laws.</u>
12.	Article 18 Overseas listed foreign shares issued by the Company and listed in Hong Kong shall be referred to as H shares. H shares refer to the shares approved to be listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), the par value of which are denominated in Renminbi, and are subscribed for and traded in Hong Kong dollars.	Article 189 Overseas listed foreign shares issued by the Company and listed <u>on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”)</u> in Hong Kong shall be referred to as H shares. H shares refer to the shares approved to be listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), the par value of which are denominated in Renminbi for par value, and are subscribed for and traded in Hong Kong dollars.

No.	Original	Revised
	<p>Upon approval of the securities regulatory authorities of the State Council, holders of domestic shares of the Company may transfer whole or part of their shares to overseas investors for listing and dealing on overseas stock exchanges. The whole or part of the domestic shares can be converted into foreign shares, and the foreign shares converted can be listed and traded on overseas stock exchanges. The listing and dealing of transferred or converted shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges, or the listing and dealing of foreign shares converted from domestic shares on overseas stock exchanges is not subject to approval of general meetings or class meetings. The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.</p>	<p>Upon approval of the securities regulatory authorities of the State Council, Shareholders of domestic shares of the Company may transfer whole or part of their shares to overseas investors for listing and dealing on overseas stock exchanges. The whole or part of the domestic shares can be converted into foreign shares, and the foreign shares converted can be listed and traded on overseas stock exchanges. <u>convert their domestic shares into overseas listed shares and have them listed and circulated on overseas stock exchanges, but shall comply with the relevant regulations of the CSRC and entrust the Company to process filing with the CSRC. The aforementioned conversion and listing for trading, filing and other matters do not require a vote at a shareholders' meeting or class meeting.</u> The listing and dealing of transferred or converted shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges, or the listing and dealing of foreign shares converted from domestic shares on overseas stock exchanges is not subject to approval of general meetings or class meetings. The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.</p>
13.	<p>Article 21 Upon approval by the securities regulatory authority of the State Council of the proposal for issue of overseas listed foreign shares and domestic shares, the board of directors of the Company may issue overseas listed foreign shares and domestic shares separately.</p> <p>The Company may issue overseas listed foreign shares and domestic shares separately in accordance with the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.</p>	Deleted.

No.	Original	Revised
14.	<p>Article 22 The Company may issue overseas listed foreign shares and domestic shares subject to the maximum number of shares as determined in the issuance proposal. Shares shall be subscribed for in full in one issue. If shares cannot be fully subscribed for in one issue under special circumstances, the shares may be issued in separate issues subject to approval of the securities regulatory authority of the State Council.</p>	Deleted.
15.	<p>Article 24 The Company may, based on its requirements for operation and development, approve an increase of capital in accordance with these Articles.</p> <p>The Company may increase its capital in the following manners:</p> <p>(1) by open offer of new shares;</p> <p>(2) by private placing and/or rights issue of new shares;</p> <p>(3) by bonus issue to existing shareholders;</p> <p>(4) by converting capital reserves into share capital; or</p> <p>(5) other ways as permitted by laws and regulations and approval by the competent authorities of the State Council.</p> <p>The increase of capital of the Company by issuing new shares shall, after being approved in accordance with these Articles, be conducted in accordance with the procedures stipulated by the relevant laws and regulations of the State. After the increase or decrease of capital, the Company shall apply to the original industry and commerce administrative authority for registration of the change in registered capital and make an announcement.</p>	<p>Article 243 The Company may, based on its requirements for operation and development <u>needs and in accordance with applicable laws and regulations and with the approval by resolution at the shareholders' meeting</u>, an increase of its registered capital in accordance with these Articles. <u>by the following methods:</u></p> <p>The Company may increase its capital in the following manners:-</p> <p>(1) by open offer of new shares; <u>public issuance of shares;</u></p> <p>(2) by private placing and/or rights issue of new shares; <u>non-public issuance of shares;</u></p> <p>(3) by bonus issue to existing shareholders;</p> <p>(4) by converting capital reserves into share capital; or</p> <p>(5) other ways as permitted by laws and <u>administrative</u> regulations and approval by the competent authorities of the State Council <u>CSRC and other relevant regulatory authorities.</u></p> <p>The increase of capital of the Company by issuing new shares shall, after being approved in accordance with these Articles, be conducted in accordance with the procedures stipulated by the relevant laws and regulations of the State, <u>the listing rules of the place where the shares of the Company are listed.</u> After the increase or decrease of capital, the Company shall apply to the original industry and commerce administrative authority for registration of the change in registered capital and make an announcement.</p>

No.	Original	Revised
16.	Article 26 The Company shall not accept its own shares as the subject matter of a pledge.	Article 265 The Company shall not accept its own shares as the subject matter of a pledge.
17.	<p>Article 27 The shares of the Company held by promoters shall not be transferred within one year from the date of establishment of the Company. Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of listing of the shares on any stock exchange.</p> <p>Directors, supervisors and senior management shall report to the Company their shareholdings in the Company and changes in their shareholdings. The shares transferred by them in a particular year during their term of office shall not exceeded 25% of the total shares being held and the shares they held in the Company shall not be transferred within one year from the listing date of the shares and within half a year after their terms of office. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of Hong Kong Stock Exchange.</p>	<p>Article 276 The shares of the Company held by promoters shall not be transferred within one year from the date of establishment of the Company.</p> <p>Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of listing of the shares on any stock exchange.</p> <p><u>Where laws, administrative regulations, listing rules of the stock exchange where the company's shares are listed, or relevant regulatory authorities such as the CSRC have other provisions regarding the transfer of shares held by the Company's shareholders or de facto controllers, such provisions shall prevail.</u></p> <p>Directors, supervisors and senior management shall report to the Company their shareholdings in the Company and changes in their shareholdings. The shares transferred by them in a particular year during their term of office <u>as determined at the time of assuming office</u> shall not exceeded 25% of the total shares being held and the shares they held in the Company shall not be transferred within one year from the listing date of the shares and within half a year after their terms of office. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of Hong Kong Stock Exchange.</p>

No.	Original	Revised
18.	<p>Article 28 If the directors, supervisors, senior management and shareholder holding 5% or more of the total shares of the Company sell his shares in the Company within six months of the purchase, or purchase the shares again within six months of the sale, the profit thus made shall be attributable to the Company and the board of directors shall collect all such profits. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of Hong Kong Stock Exchange. If a securities company purchases unsold shares as an underwriter and becomes a holder of more than 5% of the shares, it shall not be subject to the six months' selling restriction.</p> <p>If the board of directors fails to comply with the provisions of the preceding paragraph, the shareholders are entitled to demand the board of directors to do so within 30 days. The shareholders are entitled to file litigation at court in their own names for the interests of the Company if the board of directors fails to comply with the provisions within the said period.</p> <p>If the board of directors fails to comply with paragraph (1) of this Article, the directors at fault shall assume joint and several liabilities in accordance with the laws.</p>	Deleted.

No.	Original	Revised
19.	<p>Article 30 The Company shall prepare a balance sheet and an inventory of property when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten days from the date of the Company's resolution on reduction of registered capital and shall publish an announcement within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p>The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.</p>	<p>Article 3028 The Company shall prepare a balance sheet and an inventory of property when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten days from the date of the Company's resolution <u>at the shareholders' meeting</u> on reduction of registered capital and shall publish an announcement <u>on newspaper or the National Enterprise Credit Information Publicity System</u> within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p> <p>The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement. <u>In the event that the Company reduces its registered capital, the number of shares shall be reduced correspondingly according to the proportion of shares held by the shareholders, or under any circumstances as otherwise specified by laws and the Articles of Association.</u></p>
20.	<p>Article 31 The Company may, subject to the procedures set out in these Articles and approval of the relevant competent authority of the PRC, repurchase its issued shares under the following circumstances in accordance with legal procedures:</p> <p>(1) cancelling the shares for the purposes of reducing registered capital of the Company;</p> <p>.....</p>	<p>Article 3129 The Company may, subject to <u>the laws and regulations, the listing rules of the place where the shares of the Company are listed and these Articles</u>, procedures set out in these Articles and approval of the relevant competent authority of the PRC, repurchase its issued shares under the following circumstances in accordance with legal procedures:</p> <p>(1) cancelling the shares for the purposes of reducing registered capital of the Company;</p> <p>.....</p>

No.	Original	Revised
21.	<p>Article 32 The Company may repurchase its shares in any of the following ways after being approved by relevant competent authorities of the PRC:</p> <p>(1) making a repurchase offer to all shareholders on a pro rata basis;</p> <p>(2) repurchasing by means of public dealing on a stock exchange;</p> <p>(3) repurchasing by an off-market agreement; or</p> <p>(4) other methods permitted by relevant competent authorities of the State.</p>	<p>Article 320 The Company may repurchase its shares in any of the following ways after being approved by relevant competent authorities of the PRC: <u>through open and centralized trading or other methods permitted by laws, regulations, administrative regulations and relevant regulatory authorities such as CSRC.</u></p> <p>(1) making a repurchase offer to all shareholders on a pro rata basis;</p> <p>(2) repurchasing by means of public dealing on a stock exchange;</p> <p>(3) repurchasing by an off-market agreement; or</p> <p>(4) other methods permitted by relevant competent authorities of the State.</p> <p><u>The acquisition of shares of the Company shall satisfy the information disclosure obligation in accordance with relevant requirements. The shares of the Company acquired under the circumstances provided by clauses (3), (5) and (6) of Article 29 under these Articles shall be traded in an open and centralized manner.</u></p>
22.	<p>Article 33</p> <p>Where the Company repurchases its shares by an off-market agreement, the prior approval of the general meeting shall be obtained in accordance with these Articles. The Company may terminate or amend the contracts entered into in the aforementioned ways or waive its rights under a contract entered into in the aforementioned ways.</p> <p>A contract to repurchase shares referred to in the preceding paragraph includes (without limitation) an agreement to become obliged to repurchase and an acquisition of the right to repurchase shares of the Company.</p> <p>The Company shall not assign a contract to repurchase its shares or the rights under a contract to repurchase its shares.</p>	Deleted.

No.	Original	Revised
23.	<p>Article 34 Upon repurchase of shares in accordance with clause (1) of Article 31, the repurchased shares shall be cancelled within ten days from the date of repurchase; upon repurchase of shares in accordance with clauses (2) and (4) of Article 31, the repurchased shares shall be transferred or cancelled within six months; if it is under the circumstances described in clauses (3), (5) and (6) of Article 31, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of issued shares of the Company and such shares shall be transferred or cancelled within three years.</p> <p>The acquisition of shares of the Company shall satisfy the information disclosure obligation in accordance with relevant requirements. The shares of the Company acquired under the circumstances provided by clauses (3), (5) and (6) of Article 31 under these Articles shall be traded in an open and centralized manner.</p> <p>.....</p>	<p>Article 341 Upon repurchase of shares in accordance with clause (1) of Article 3129, the repurchased shares shall be cancelled within ten days from the date of repurchase; upon repurchase of shares in accordance with clauses (2) and (4) of Article 31, the repurchased shares shall be transferred or cancelled within six months; if it is under the circumstances described in clauses (3), (5) and (6) of Article 31, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of issued shares of the Company and such shares shall be transferred or cancelled within three years.</p> <p><u>In the event of an acquisition of the Company's H shares, the Company may, at its discretion, either immediately cancel such shares or hold them as treasury shares in accordance with the Main Board Listing Rules. If the directors do not specify that the relevant shares will be held as treasury shares, such shares shall be cancelled. The Company shall deposit the treasury shares in a separate account within the Central Clearing and Settlement System, clearly identifiable as treasury shares. The Company shall not exercise any rights in respect of the treasury shares, nor shall it declare or distribute any dividends on such shares. Subject to compliance with these Articles and the Main Board Listing Rules, the Company may dispose of the treasury shares on terms and conditions determined by the directors.</u></p> <p>The acquisition of shares of the Company shall satisfy the information disclosure obligation in accordance with relevant requirements. The shares of the Company acquired under the circumstances provided by clauses (3), (5) and (6) of Article 31 under these Articles shall be traded in an open and centralized manner.</p> <p>.....</p>

No.	Original	Revised
24.	<p>Article 35 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its issued shares:</p> <p>(1) Where the Company repurchases its own shares at par value, payment shall be deducted from the book balance of distributable profits of the Company and the proceeds from the new share issue for the purpose of repurchasing the existing shares;</p> <p>(2) Where the Company repurchases shares of the Company at a price higher than the par value, the portion equivalent to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purpose of repurchasing the existing shares, and the premium shall be handled as follows:</p> <p>(i) if the shares repurchased are issued at par value, the payment shall be deducted from the book balance of the distributable profits of the Company;</p> <p>(ii) if the shares repurchased were issued at a price higher than the par value, payment shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issue for the purpose of repurchasing the existing shares, provided that the amount deducted from the proceeds from the new share issue shall neither exceed the aggregate premium from the issue of the existing shares repurchased nor shall it exceed the amount (including the premiums from the new share issue) in the premium account or the capital reserve account at the repurchase.</p> <p>(3) Payments for the following purposes shall be made out of the Company's distributable profits:</p> <p>(i) acquisition of the right to repurchase shares of the Company;</p> <p>(ii) modification of any contract to repurchase shares of the Company;</p> <p>(iii) release of any of the Company's obligation under any contract for the repurchase of its shares.</p> <p>(4) After the total par value of the cancelled shares is deducted from the Company's registered capital in accordance with the relevant regulations, the amount deducted from the distributable profits for the repurchase of the shares at par value shall be included in the Company's premium account or capital reserve account.</p>	Deleted.

No.	Original	Revised
25.	<p>Article 36 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly incurs any obligations due to the acquisition of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any other means at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by such person.</p> <p>This provision does not apply to the circumstances stated in Article 38 of these Articles.</p>	<p>Article 362 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company <u>or its parent company</u>. The said acquirer of shares of the Company <u>or its parent company</u> includes a person who directly or indirectly incurs any obligations due to the acquisition of shares of the Company <u>or its parent company</u>.</p> <p>The Company and its subsidiaries shall not, by any other means at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by such person.</p> <p>This provision does not apply to the circumstances stated in Article 348 of these Articles.</p>
26.	<p>Article 38 The following activities shall not be deemed to be activities as prohibited in Article 36:</p> <p>(1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interest of the Company, and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</p> <p>(2) the lawful distribution of the Company's assets by way of dividend;</p> <p>(3) the allotment of bonus shares as dividends;</p> <p>(4) a reduction in registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with these Articles;</p>	<p>Article 384 The following activities shall not be deemed to be activities as prohibited in Article 362:</p> <p>(1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interest of the Company. <u>Upon a resolution of the shareholders' meeting, or a board resolution in accordance with the authorization of the shareholders' meeting, the Company may provide financial assistance to other persons for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the board of directors shall be approved by more than two-thirds of all directors; and</u></p> <p>and the principal purpose of giving the financial assistance is not for the acquisition of shares of the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</p> <p>(2) the lawful distribution of the Company's assets by way of dividend;</p> <p>(3) the allotment of bonus shares as dividends;</p> <p>(4) a reduction in registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with these Articles;</p>

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	<p>(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company); and</p> <p>(6) the provision of money by the Company for contributions to employee share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company).</p>	<p>(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company); and</p> <p><u>(26) the provision of money by the Company for contributions to employee share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company).</u></p> <p><u>In the event of any violation against Article 32 of these Articles and preceding provisions of which causes losses to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.</u></p>
27.	<p>Article 39 The shares of the Company shall be in registered form.</p> <p>In addition to the information required by the Company Law and the Special Provisions, the share certificates of the Company shall also contain other information required by the stock exchange(s) on which its shares are listed.</p> <p>During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the title documents relating to the securities listed on the Hong Kong Stock Exchange (including the H share certificates) contain the following statements, and shall instruct and procure the share registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he submits such properly executed forms to the share registrars which shall include the following statements:</p>	<p>Article 395 The shares of the Company shall be in registered form.</p> <p><u>The domestic shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited. The H shares issued by the Company shall primarily be held in custody by Hong Kong Securities Clearing Company Limited, but may also be held by shareholders in their own names.</u></p> <p>In addition to the information required by the Company Law and the Special Provisions, the share certificates of the Company shall also contain other information required by the stock exchange(s) on which its shares are listed.</p> <p>During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the title documents relating to the securities listed on the Hong Kong Stock Exchange (including the H share certificates) contain the following statements, and shall instruct and procure the share registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he submits such properly executed forms to the share registrars which shall include the following statements:</p>

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	<p>(1) the purchaser of the shares agrees with the Company and each shareholder, and the Company agrees with each shareholder, to observe and comply with the Company Law, the Special Provisions and other laws, regulations and these Articles.</p> <p>(2) the purchaser of the shares agrees with the Company, each shareholder, director, supervisor, president and other senior management of the Company, and the Company (for itself and on behalf of each director, supervisor, president and other senior management) agrees with each shareholder, to refer all disputes and claims arising from these Articles or any rights and obligations conferred or imposed by the Company Law and other relevant laws and regulations of China applicable to the Company relating to the affairs of the Company to arbitration in accordance with these Articles. Any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such award shall be final and conclusive.</p> <p>(3) the purchaser of the shares agrees with the Company and each shareholder that the shares of the Company are freely transferable by the holder thereof.</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors, president and other senior management whereby such directors, president and senior management undertake to observe and comply with their obligations to the shareholders as stipulated in these Articles.</p>	<p>(1) the purchaser of the shares agrees with the Company and each shareholder, and the Company agrees with each shareholder, to observe and comply with the Company Law, the Special Provisions and other laws, regulations and these Articles.</p> <p>(2) the purchaser of the shares agrees with the Company, each shareholder, director, supervisor, president and other senior management of the Company, and the Company (for itself and on behalf of each director, supervisor, president and other senior management) agrees with each shareholder, to refer all disputes and claims arising from these Articles or any rights and obligations conferred or imposed by the Company Law and other relevant laws and regulations of China applicable to the Company relating to the affairs of the Company to arbitration in accordance with these Articles. Any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such award shall be final and conclusive.</p> <p>(3) the purchaser of the shares agrees with the Company and each shareholder that the shares of the Company are freely transferable by the holder thereof.</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors, president and other senior management whereby such directors, president and senior management undertake to observe and comply with their obligations to the shareholders as stipulated in these Articles.</p>
28.	<p>Article 40 The share certificates shall be signed by the legal representative.</p>	<p>Article 4036 The share certificates <u>in paper form</u> shall be signed by the legal representative <u>and affixed with the company seal or printed seal.</u> <u>In the event of paperless issuance and trading of Company's shares, the separate provisions of the securities regulatory authorities and stock exchanges at the place where the Company's shares are listed shall prevail.</u></p>

No.	Original	Revised
29.	<p>Article 41 The Company shall keep a register of shareholders according to the evidence provided by the share registrars, which shall contain the following particulars:</p> <p>(1) the name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid-up or payable in respect of shares held by each shareholder;</p> <p>(4) the serial numbers of the shares held by each shareholder;</p> <p>(5) the date on which a person registers as a shareholder; and</p> <p>(6) the date on which a person ceases to be a shareholder.</p> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except in cases with contrary evidence.</p> <p>All movements or transfer of overseas listed foreign shares shall be recorded in the register of holders of overseas listed foreign shares of the Company which is required to be kept in the place where such shares are listed pursuant to these Articles.</p> <p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p>	<p>Article 4137 The Company shall keep a register of shareholders according to the evidence provided by the share registrars, which shall contain the following particulars:</p> <p>(1) the name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and number of shares held<u>the class of shares and number of shares subscribed</u> by each shareholder;</p> <p>(3) the amount paid-up or payable in respect of shares held by each shareholder; <u>if shares are issued in paper form, the serial numbers of the share certificate (if any);</u></p> <p>(4) the serial numbers of the shares held by each shareholder; <u>the date on which each shareholder acquired the shares.</u></p> <p>(5) the date on which a person registers as a shareholder; and</p> <p>(6) the date on which a person ceases to be a shareholder.</p> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except in cases with contrary evidence.</p> <p><u>A Hong Kong branch register of shareholders of the Company must be made available for inspection by shareholders, while the Company may close the register in accordance with applicable laws and regulations.</u></p> <p>All movements or transfer of overseas listed foreign shares shall be recorded in the register of holders of overseas listed foreign shares of the Company which is required to be kept in the place where such shares are listed pursuant to these Articles.</p> <p>If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:</p>

No.	Original	Revised
	<p>(1) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(2) all the joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p> <p>(3) if one of the joint shareholders has deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the board of directors shall, for the purpose of revising the register of shareholders, have the right to demand evidence of death of such shareholder where it deems appropriate; and</p> <p>(4) As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the share certificate for the relevant shares and the notices of the Company, and to attend and exercise all voting rights attached to the relevant shares in the general meetings of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares.</p>	<p>(1) the Company is not obliged to register more than four persons as the joint shareholders of any shares;</p> <p>(2) all the joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;</p> <p>(3) if one of the joint shareholders has deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the board of directors shall, for the purpose of revising the register of shareholders, have the right to demand evidence of death of such shareholder where it deems appropriate; and</p> <p>(4) As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the share certificate for the relevant shares and the notices of the Company, and to attend and exercise all voting rights attached to the relevant shares in the general meetings of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares.</p>
30.	<p>Article 42 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original copy of registers of holders of H shares shall be maintained in Hong Kong.</p> <p>The Company shall maintain a duplicate copy of the register of holders of overseas listed foreign shares at the Company's domicile. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate copy of the register of holders of overseas listed foreign shares, the original version shall prevail.</p>	Deleted.

No.	Original	Revised
31.	<p>Article 43 The Company shall maintain a complete register of shareholders.</p> <p>The register of shareholders shall include the followings:</p> <p>(1) the register of shareholders maintained at the Company's domicile, other than those parts as described in clauses (2) and (3) of this article;</p> <p>(2) the register of shareholders in respect of the holders of overseas listed foreign shares of the Company maintained at the place of the overseas stock exchange where the shares are listed is located; and</p> <p>(3) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the Company's shares.</p>	Deleted.
32.	<p>Article 44 Different parts of the register of shareholders shall not overlap with one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.</p> <p>Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.</p>	Deleted.
33.	<p>Article 45 All H shares can be freely transferred according to these Articles. However, the board of directors may refuse to recognise any instrument of transfer without giving any reasons, unless the following conditions are fulfilled:</p> <p>(1) the instrument of transfer only involves H shares;</p> <p>(2) the stamp duty payable on the instrument of transfer has been paid in full;</p> <p>(3) the relevant share certificates and any evidences in relation to the right of the transferor to transfer such shares as reasonably requested by the board of directors have been provided; and</p> <p>(4) no transfer of share shall be made to minors or persons of unsound mind or under other legal disability.</p>	Deleted.

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	In case the Company refuses to register the share transfer, the Company shall issue a notice on the refusal to register the share transfer to the transferor and the transferee within two months after the application for transfer is formally submitted.	
34.	<p>Article 46 All transfer of H shares shall be effected with a written instrument of transfer in general or ordinary format or such other format as acceptable to the board of directors (including the standard format of transfer or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time), and such instrument of transfer may only be signed by hand or (in case the transferor or the transferee is a company) affixed with the company's seal. If the transferor or transferee is a recognized clearing house as defined by relevant laws of Hong Kong in force from time to time ("Recognized Clearing House") or its agent, the instrument of transfer may be signed by hand or in mechanically-printed form.</p> <p>All instruments of transfer shall be kept at the legal address of the Company or other addresses designated by the board of directors from time to time.</p>	Deleted.
35.	<p>Article 47 Transfers may not be entered in the register of shareholders within thirty days prior to the date of a general meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends. If the applicable regulations of relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed provide otherwise, such regulations shall prevail.</p>	<p>Article 4738 Transfers may not be entered in the register of shareholders within thirtytwenty days prior to the date of a generalshareholders' meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends. If the <u>relevant laws and administrative regulations</u> or applicable regulations of relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed provide otherwise, such regulations shall prevail.</p>

No.	Original	Revised
36.	<p>Article 48 When the Company intends to convene a general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings, the board of directors shall appoint a record date for the registration of shareholdings, and shareholders whose names appear on the register of shareholders at the close of business of the record date shall be shareholders of the Company.</p>	<p>Article 4839 When the Company intends to convene a generalshareholders' meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings the identity of a shareholder, the board of directors shall appoint a record date for the registration of shareholdings, and shareholders whose names appear on the register of shareholders at the close of business of the record date shall be shareholders of the Company. <u>require confirmation of the identity of a shareholder, the board of directors shall appoint a registration date of shareholdings, and shareholders whose names appear on the register of shareholders at the close of business of the share registration date shall be the shareholders entitled to the relevant rights and interests.</u></p>
37.	<p>Article 51 Where the Company issues a replacement certificate pursuant to these Articles, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	Deleted.
38.	<p>Article 52 The Company shall not be liable for any damages sustained by any person for reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company had acted fraudulently.</p>	Deleted.

No.	Original	Revised
39.	<p>Article 54 The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) to obtain dividends and other distributions in proportion to the shareholdings;</p> <p>(2) to attend or appoint a proxy to attend general meetings and to vote thereat;</p> <p>(3) to carry out supervisory management over business operations of the Company, and to present proposals or to raise enquires;</p> <p>(4) to transfer, grant or pledge shares held by him/her in accordance with laws, regulations and provisions of these Articles;</p> <p>(5) to obtain relevant information in accordance with the provisions of these Articles, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of these Articles, subject to payment of the cost of such copy; 2. to inspect for free and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (i) all parts of the register of shareholders; (ii) personal particulars of each of our directors, supervisors, president and other senior management members, including: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal residential address; (c) nationality; (d) primary and all other part-time occupations and positions; (e) identification document and its number. (iii) reports on the state of the issued share capital of the Company; (iv) latest audited financial statements of the Company and reports of the board of directors, auditors and board of supervisors; 	<p>Article 5443 The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) to obtain dividends and other distributions in proportion to the shareholdings;</p> <p>(2) to <u>request, summon, hold,</u> attend or appoint a proxy to attend general meetings, and speak at shareholders' general meetings personally or by proxy, and to vote thereat; <u>and speak at shareholders' meetings personally</u> or appoint a proxy, <u>and exercise their corresponding voting right according to the laws;</u></p> <p>(3) to carry out supervisory management over business operations of the Company, and to present proposals or to raise enquires;</p> <p>(4) to transfer, grant or pledge shares held by him/her in accordance with laws, regulations and provisions of these Articles;</p> <p><u>(5) to review and copy materials that should be reviewed and copied in accordance with laws and administrative regulations.</u></p> <p>(5) to obtain relevant information in accordance with the provisions of these Articles, including:</p> <ol style="list-style-type: none"> 1. to obtain a copy of these Articles, subject to payment of the cost of such copy; 2. to inspect for free and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (i) all parts of the register of shareholders; (ii) personal particulars of each of our directors, supervisors, president and other senior management members, including: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal residential address; (c) nationality; (d) primary and all other part-time occupations and positions; (e) identification document and its number. (iii) reports on the state of the issued share capital of the Company; (iv) latest audited financial statements of the Company and reports of the board of directors, auditors and board of supervisors;

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	<p>(v) special resolutions of general meetings of the Company;</p> <p>(vi) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate costs incurred by the Company for this purpose;</p> <p>(vii) copy of the latest annual return filed with the State Administration for Industry & Commerce of the People's Republic of China or other authorities; and</p> <p>(viii) minutes of general meetings.</p> <p>The Company shall lodge documents (i) to (vii) aforementioned and any other applicable documents with the Company's Hong Kong address under the requirements of the Listing Rules, for the purpose of inspection by the public and holders of overseas-listed foreign Shares free of charge. Item (viii) shall be available to shareholders only.</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned above shall provide the Company with written documents indicating the class and number of shares they hold in the Company. After confirmation of the shareholder's identity, the Company shall provide such information based on the request of the shareholder.</p> <p>(6) to participate in the distribution of the residual assets of the Company in proportion to the number of shares held in the event of termination or liquidation of the Company;</p> <p>(7) to request the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the general meeting of the Company; and</p> <p>(8) other rights conferred by laws, regulations and these Articles.</p>	<p>(v) special resolutions of general meetings of the Company;</p> <p>(vi) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate costs incurred by the Company for this purpose;</p> <p>(vii) copy of the latest annual return filed with the State Administration for Industry & Commerce of the People's Republic of China or other authorities; and</p> <p>(viii) minutes of general meetings.</p> <p>The Company shall lodge documents (i) to (vii) aforementioned and any other applicable documents with the Company's Hong Kong address under the requirements of the Listing Rules, for the purpose of inspection by the public and holders of overseas-listed foreign Shares free of charge. Item (viii) shall be available to shareholders only.</p> <p>Shareholders demanding inspection of the relevant information or copies of the materials mentioned above shall provide the Company with written documents indicating the class and number of shares they hold in the Company. After confirmation of the shareholder's identity, the Company shall provide such information based on the request of the shareholder.</p> <p>(6) to participate in the distribution of the residual assets of the Company in proportion to the number of shares held in the event of termination or liquidation of the Company;</p> <p>(7) to request the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the general shareholders' meeting of the Company; and</p> <p>(8) other rights conferred by laws, regulations, departmental rules and these Articles.</p>

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40.	<p>Article 55 In the event that any resolution of the general meeting or the board of directors violates any of the laws and regulations, the shareholders have the right to request the court to hold the relevant resolution as invalid.</p> <p>In the event that convening procedures or voting methods of the general meeting or meetings of the board of directors violate any of the laws, regulations or these Articles, or if the contents of the resolution violate these Articles, the shareholders may request the court to cancel the resolution within sixty days from the date on which the resolution is adopted.</p>	<p>Article 5544 In the event that any resolution of the generalshareholders' meeting or the board of directors violates any of the laws and regulations, the shareholders have the right to request the court to hold the relevant resolution as invalid.</p> <p>In the event that convening procedures or voting methods of the generalshareholders' meeting or meetings of the board of directors violate any of the laws, regulations or these Articles, or if the contents of the resolution violate these Articles, the shareholders may request the court to cancel the resolution within sixty days from the date on which the resolution is adopted;, <u>unless the procedures or the voting form contains a minor defect without a substantial impact on the resolution.</u></p> <p><u>A shareholder who has not been notified to attend the shareholders' meetings may request the People's Court to revoke such resolution within 60 days from the date on which the shareholder knows or should know that the resolution has been made; if the right of revocation is not exercised within one year from the date the resolution is made, the right of revocation shall be extinguished.</u></p> <p><u>Resolution of the shareholders' meeting or the board of directors of a company shall not be established in any of the following circumstances:</u></p> <p><u>(1) The resolution is adopted without holding a shareholders' meeting or a board meeting;</u></p> <p><u>(2) A matter to be decided fails to be put to a vote at a shareholders' meeting and a board meeting;</u></p> <p><u>(3) The number of attendees at a meeting, or the number of voting rights held, is less than the quorum or the number of voting rights held as specified by the "Company Law" or these Articles;</u></p> <p><u>(4) The number of persons consenting to the resolution, or the number of voting rights held, is less than that specified by the "Company Law" or these Articles.</u></p>

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41.	/	<u>Article 45 If a People’s Court declares invalid, revokes, or confirms the untenability of a resolution of the shareholders’ meeting or board of directors of a company, the company shall apply to the company registration authority for revocation of the registration which has been made based on the resolution.</u>
42.	<p>Article 58 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by these Articles;</p> <p>.....</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p>Article 5848 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by <u>the laws, administrative regulations and</u> these Articles;</p> <p>.....</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>
43.	<p>Article 61 In addition to obligations imposed by laws, regulations or required by the listing rules of the stock exchange on which the Company’ shares are listed, a controlling shareholder (defined as below) shall not exercise his voting rights with respect to the following matters in detriment to the interests of all or some of the shareholders of the Company:</p> <p>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company’s assets, including (but not limited to) opportunities beneficial to the Company;</p> <p>(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights, save for the company restructuring submitted to the general meeting for approval in accordance with these Articles.</p>	Deleted.

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44.	<p>Article 62 The term “controlling shareholder” referred to in the preceding article means a person who satisfies any one of the following conditions:</p> <p>(1) he alone, or acting in concert with others, has the power to elect more than half of the members of the board of directors;</p> <p>(2) he alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(3) he alone, or acting in concert with others, holds 30% or more of the issued and outstanding shares of the Company; (4) he alone, or acting in concert with others, in any other manner controls the Company in fact.</p>	Deleted.
45.	<p>Article 64 The general meeting exercises the following functions and powers:</p> <p>(1) to decide on operational policies and investment plans of the Company;</p> <p>(2) to elect or remove the directors and supervisors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors and supervisors;</p> <p>(3) to consider and approve reports of the board of directors;</p> <p>(4) to consider and approve reports of the board of supervisors;</p> <p>(5) to consider and approve annual financial budgets and financial accounts of the Company;</p> <p>(6) to consider and approve proposals for profit distribution and for recovery of losses of the Company;</p> <p>(7) to decide on increase and reduction of the registered capital of the Company;</p> <p>(8) to decide on bond issuances of the Company;</p> <p>(9) to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company;</p> <p>(10) to amend these Articles;</p> <p>(11) to decide on the appointment and dismissal of accounting firms which provide audit services for annual financial statements of the Company;</p> <p>(12) to consider and approve the guarantees as provided in Article 66;</p>	<p>Article 6452 The general<u>shareholders’</u> meeting exercises the following functions and powers:</p> <p>(1) to decide on operational policies and investment plans of the Company;</p> <p>(12) to elect or remove the directors and supervisors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors and supervisors;</p> <p>(23) to consider and approve reports of the board of directors;</p> <p>(34) to consider and approve reports of the board of supervisors;</p> <p>(5) to consider and approve annual financial budgets and financial accounts of the Company;</p> <p>(46) to consider and approve proposals for profit distribution and for recovery of losses of the Company;</p> <p>(57) to decide on increase and reduction of the registered capital of the Company;</p> <p>(68) to decide on bond issuances of the Company;</p> <p>(79)to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company;</p> <p>(810)to amend these Articles;</p> <p>(911) to decide on the appointment and dismissal of accounting firms which provide audit services for annual financial statements of the Company;</p> <p>(1012) to consider and approve the guarantees as provided in Article 66<u>54</u>;</p>

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	<p>(13) to consider and approve the acquisition or disposals of material assets of the Company within a year exceeding 30% of the latest audited total assets for the year;</p> <p>(14) to consider and approve share option schemes;</p> <p>(15) to consider and approve pledge of assets, investments and entrusted wealth management of assets exceeding 50% of the latest audited net assets of the Company and connected transaction with an amount exceeding 20% of latest audited net assets of the Company;</p> <p>(16) to consider and approve the proposals submitted by shareholders holding 3% or more of the voting shares of the Company;</p> <p>(17) to consider and approve other matters required to be resolved by the general meeting by the laws, regulations, departmental rules or these Articles.</p>	<p>(11)¹³ to consider and approve the acquisition or disposals of material assets of the Company within a year exceeding 30% of the latest audited total assets for the year;</p> <p>(12)¹⁴ to consider and approve share option schemes;</p> <p>(13)¹⁵ to consider and approve pledge of assets, investments and entrusted wealth management of assets exceeding 50% of the latest audited net assets of the Company and connected transaction with an amount exceeding 20% of latest audited net assets of the Company;</p> <p>(14)¹⁶ to consider and approve the proposals submitted by shareholders <u>severally or jointly</u> holding 3¹% or more of the voting shares of the Company;</p> <p>(15)¹⁷ to consider and approve other matters required to be resolved by the general<u>shareholders'</u> meeting by the laws, regulations, departmental rules or these Articles.</p>
46.	<p>Article 66</p> <p>The provision of guarantees for a third party by the Company in the following circumstances shall be subject to the approval of the general meeting.</p> <p>(1) any provision of guarantees where the total amount of external guarantees provided by the Company and its subsidiaries exceeds 50% of the latest audited net assets of the Company;</p> <p>(2) any provision of guarantees where the total amount of external guarantees provided the Company exceeds 30% of the latest audited total assets of the Company;</p> <p>(3) provision of guarantees to anyone whose debt-to-asset ratio exceeds 70%;</p> <p>(4) provision of a single guarantee with an amount exceeding 10% of the latest audited net assets;</p> <p>(5) provision of guarantees to any shareholder, de facto controller and their affiliated parties.</p>	<p>Article 6654 The provision of guarantees for a third party by the Company in the following circumstances shall be subject to the approval of the general<u>shareholders'</u> meeting.</p> <p>(1) any provision of guarantees where the total amount of external guarantees provided by the Company and its subsidiaries exceeds 50% of the latest audited net assets of the Company;</p> <p>(2) any provision of guarantees where the total amount of external guarantees provided the Company exceeds 30% of the latest audited total assets of the Company;</p> <p>(3) <u>guarantee provided by the Company within one year with an amount exceeding 30% of the Company's latest audited total assets;</u></p> <p>(4)³ provision of guarantees to anyone whose debt-to-asset ratio exceeds 70%;</p> <p>(5)⁴ provision of a single guarantee with an amount exceeding 10% of the latest audited net assets;</p> <p>(6)⁵ provision of guarantees to any shareholder, de facto controller and their affiliated parties.</p>

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47.	<p>Article 68 The location for holding a general meeting of the Company shall be the domicile of the Company in general. A venue shall be set aside for the convening of a physical general meeting. The Company will also enable shareholders to have access to the general meeting by other means as permitted by the listing rules of the place where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p>	<p>Article 6856 The location for holding a general<u>shareholders'</u> meeting of the Company shall be the domicile of the Company in general <u>or at the place specified in the notice of the shareholders' meeting</u>. A venue shall be set aside for the convening of a physical general<u>shareholders'</u> meeting.</p> <p><u>Provided that the legality and validity of the shareholders' meeting are ensured, the Company may convene and vote at shareholders' meetings through electronic communication means, in accordance with the provisions of laws, administrative regulations, the stock exchange where the Company's shares are listed, relevant regulatory authorities, and these Articles, where technically feasible.</u>The Company will also enable shareholders to have access to the general meeting by other means as permitted by the listing rules of the place where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid preceding means shall be deemed as having attended the meeting.</p>
48.	<p>Article 70 In a general meeting of the Company, the board of directors, board of supervisors, half or more independent directors and shareholders individually or collectively holding more than 3% of the total shares of the Company are entitled to propose proposals to the Company. Shareholders individually or collectively holding 3% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the general meeting. The convener shall issue supplemental notice of general meeting containing the details of such extraordinary proposals within two days upon the receipt of the proposals. Save for provided above, the convener shall not amend the proposal stated in, or include any new proposals to, the notice of general meeting after the issue of the notice of general meeting.</p>	<p>Article 7058 In a general<u>shareholders'</u> meeting of the Company, the board of directors, board of supervisors, half or more independent directors and shareholders individually or collectively holding more than <u>13</u>% of the total shares of the Company are entitled to propose proposals to the Company. Shareholders individually or collectively holding <u>13</u>% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the general<u>shareholders'</u> meeting. The convener shall issue supplemental notice of general<u>shareholders'</u> meeting containing announcing the details of such extraordinary proposals within two days upon the receipt of the proposals. Save for provided above, the convener shall not amend the proposal stated in, or include any new proposals to, the notice of general<u>shareholders'</u> meeting after the issue of the notice of general<u>shareholders'</u> meeting.</p>

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	<p>The proposal shall carry specific subjects and matters to be resolved within the scope of authority of the general meeting and in compliance with the laws, regulations and these Articles.</p>	<p>The proposal shall carry specific subjects and matters to be resolved within the scope of authority of the general<u>shareholders'</u> meeting and in compliance with the laws, regulations and these Articles.</p> <p><u>Proposals which are not set out in the notice of shareholders' meeting or not complying with the preceding article of these Articles shall not be voted on or resolved at the shareholders' meeting.</u></p>
49.	<p>Article 71 An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>	<p>Deleted.</p>
50.	<p>Article 74 Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange.</p>	<p><u>Article 7461 Subject to the applicable laws and regulations and the requirements of the Main Board Listing Rules, N</u>notice of a general<u>shareholders'</u> meeting shall<u>may</u> be served on shareholders (whether or not entitled to vote at the general<u>shareholders'</u> meeting) by <u>way of an announcement published on the websites of the Company and the Hong Kong Stock Exchange; or, if so requested by the shareholders, by</u> personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. The announcement to domestic shareholders shall be published in a media that meets the conditions prescribed by the CSRC. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general<u>shareholders'</u> meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed <u>Main Board Listing Rules</u> and these Articles, the notice of a general<u>shareholders'</u> meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange.</p>

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51.	<p>Article 76 All shareholders whose names appear on the register of members as at the record date or their proxy shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. According to the appointment of the shareholder, a proxy so appointed shall:</p> <p>(1) have the same right as the shareholder to speak at the meeting;</p> <p>(2) have right to individually or jointly in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If the shareholder is an authorized clearing house or its agent as defined in the Part 1 of Schedule 1 to the Securities and Futures Ordinance, such shareholder is entitled to appoint one or more persons as his proxy at any general meeting or any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.</p>	<p>Article 7663 All shareholders whose names appear on the register of members as at the record date<u>share registration date</u> or their proxy shall be entitled to attend the general<u>shareholders'</u> meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles.</p> <p>Any shareholder entitled to attend and vote at a general<u>shareholders'</u> meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. According to the appointment of the shareholder, a proxy so appointed shall:</p> <p>(1) have the same right as the shareholder to speak at the shareholders' meeting;</p> <p>(2) have right to individually or jointly in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If the shareholder is an authorized clearing house or its agent as defined in the Part 1 of Schedule 1 to the Securities and Futures Ordinance, such shareholder is entitled to appoint one or more persons as his proxy at any general<u>shareholders'</u> meeting or any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.<u>The representatives or company representatives appointed shall be entitled with the same statutory rights as other shareholders, including the right to speak and vote.</u></p>

No.	Original	Revised
52.	<p>Article 77 Shareholders shall appoint a proxy by written instrument which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so authorized. Such instrument shall state clearly the number of shares represented by the proxy or, in case that more than one proxy is appointed, the instruments shall state clearly the number of shares represented by each of the proxies.</p>	<p>Article 7764 Shareholders shall appoint a proxy by written instrument which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so authorized. Such instrument shall state clearly the number of shares represented by the proxy, <u>the matters, authority and period for which the proxy is to act</u> or, in case that more than one proxy is appointed, the instruments shall state clearly the number of shares represented by each of the proxies.</p>
53.	<p>Article 82 The resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions put forward in the general meeting shall be adopted by more than half of shareholders (including their proxies) with voting rights attending the meeting.</p> <p>Special resolutions put forward in the general meeting shall be adopted by more than two-thirds of the shareholders (including their proxies) with voting rights attending the meeting.</p>	<p>Article 8269 The resolutions of the general<u>shareholders'</u> meeting shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions put forward in the general<u>shareholders'</u> meeting shall be adopted by more than half of shareholders (including their proxies) with voting rights attending the meeting.</p> <p>Special resolutions put forward in the general<u>shareholders'</u> meeting shall be adopted by more than two-thirds of the shareholders (including their proxies) with voting rights attending the meeting.</p>

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54.	<p>Article 84 Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations, or a poll is demanded before or after any vote by show of hands by the following persons, a resolution shall be decided on a show of hands at any general meeting:</p> <p>(1) the chairman of the meeting;</p> <p>(2) at least 2 shareholders entitled to vote or their proxies; or</p> <p>(3) one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares represented by all shareholders present at the meeting.</p> <p>Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p>	<p>Article 8471 Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations, or a poll is demanded before or after any vote by show of hands by the following persons, a resolution shall be decided on a show of hands at any general meeting; <u>voting at a shareholder's meeting shall be taken by registered vote.</u></p> <p>(1) the chairman of the meeting;</p> <p>(2) at least 2 shareholders entitled to vote or their proxies; or</p> <p>(3) one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares represented by all shareholders present at the meeting.</p> <p>Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p>
55.	<p>Article 85 A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.</p>	Deleted.
56.	<p>Article 86 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.</p>	Deleted.
57.	<p>Article 87 In the case there is an equality of votes, whether the vote is taken by a show of hands or by poll, the chairman of the meeting is entitled to a casting vote.</p>	Deleted.

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58.	<p>Article 88 The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and non-employee representative supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and regulations or these Articles.</p>	<p>Article 8872 The following resolutions shall be adopted as ordinary resolutions at a <u>generalshareholders'</u> meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and non-employee representative supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(46) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and regulations or these Articles.</p>
59.	<p>Article 89 The following resolutions shall be adopted as special resolutions at a general meeting:</p> <p>(1) increase or reduction of share capital, repurchase of the Company's shares and issuance of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) issuance of debentures of the Company;</p> <p>(3) division, merger, dissolution, liquidation and changes to the form of the Company;</p> <p>(4) amendments to these Articles;</p> <p>(5) acquisition or disposal of major assets or provision of guarantee with the amount exceeding 30% of the Company's latest audited total assets within a year;</p> <p>(6) share option scheme;</p> <p>(7) other matters approved by ordinary resolution of the general meeting believing that they could materially affect the Company and need to be approved by special resolution.</p>	<p>Article 8973 The following resolutions shall be adopted as special resolutions at a <u>generalshareholders'</u> meeting:</p> <p>(1) increase or reduction of share capital, repurchase of the Company's shares and issuance of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) issuance of debentures of the Company;</p> <p>(3) division, merger, dissolution, liquidation and changes to the form of the Company;</p> <p>(4) amendments to these Articles;</p> <p>(5) acquisition or disposal of major assets or provision of guarantee with the amount exceeding 30% of the Company's latest audited total assets within a year;</p> <p>(6) share option scheme;</p> <p>(7) other matters <u>stipulated by laws, administrative regulations or these articles, or</u> approved by ordinary resolution of the <u>generalshareholders'</u> meeting believing that they could materially affect the Company and need to be approved by special resolution.</p>

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60.	<p>Article 90 An extraordinary general meeting may be convened upon the proposal of more than half of the independent directors submitted to the board of directors. The board of directors shall, in accordance with the laws, regulations and these Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 business days upon receipt of such proposal.</p> <p>If the board of directors agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within 5 days after adopting the relevant resolution by the board of directors. If the board of directors does not agree to convene an extraordinary general meeting, reasons for such disagreement shall be given.</p>	<p>Article 9074 An extraordinary general<u>shareholders'</u> meeting may be convened upon the proposal of more than half of the independent directors submitted to the board of directors. The board of directors shall, in accordance with the laws, regulations and these Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general<u>shareholders'</u> meeting within 10 business days upon receipt of such proposal.</p> <p>If the board of directors agrees to convene an extraordinary general<u>shareholders'</u> meeting, a notice of meeting shall be issued within 5 days after adopting the relevant resolution by the board of directors. If the board of directors does not agree to convene an extraordinary general<u>shareholders'</u> meeting, reasons for such disagreement shall be given.</p>
61.	<p>Article 91 When shareholders or the board of supervisors request for the convening of an extraordinary general meeting or any class meeting, the following procedures shall be followed:</p> <p>(1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors can request the board of directors to convene an extraordinary general meeting or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The board of directors shall convene the extraordinary general meeting or class meeting as specified in the request. The amount of shares referred to above shall be calculated as at the date of making the request.</p>	<p>Article 9175 When shareholders or the board of supervisors request for the convening of an extraordinary general<u>shareholders'</u> meeting or any class meeting, the following procedures shall be followed:</p> <p>(1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors can request the board of directors to convene an extraordinary general<u>shareholders'</u> meeting or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The board of directors shall convene the extraordinary general meeting or class meeting as specified in the request. The amount of shares referred to above shall be calculated as at the date of making the request. <u>The board of directors shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting or a class meeting within ten (10) days after receiving such proposal.</u></p>

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	<p>(2) If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s), the shareholders making the request(s) have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors. The board of supervisors can convene a meeting by itself within 4 months after the board of directors receiving the abovementioned written request(s). If the board of supervisors will not convene or preside over a meeting, the shareholders who individually or jointly hold 10% or more of the shares of the Company for more than 90 days consecutively may convene a meeting themselves and the procedures for convening such meeting shall follow the procedures of the general meeting convened by the board of directors.</p> <p>.....</p>	<p>(2) If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s); the shareholders making the request(s) have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors. The board of supervisors can convene a meeting by itself within 4 months after the board of directors receiving the abovementioned written request(s). If the board of supervisors will not convene or preside over a meeting, the shareholders who individually or jointly hold 10% or more of the shares of the Company for more than 90 days consecutively may convene a meeting themselves and the procedures for convening such meeting shall follow the procedures of the general meeting convened by the board of directors. <u>In the event that the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting, the notice of the shareholders' meeting or a class meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior approval of the original proposer concerned.</u></p>

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		<p><u>(3) If the board of directors disagrees with the board of supervisors' proposal to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene such meetings. In this case, the board of supervisors may convene and preside over the meeting itself. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors.</u></p> <p><u>(4) If the board of directors disagrees with the request of shareholders to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, the relevant shareholders shall have the right to propose in writing to the board of supervisors to convene an extraordinary shareholders' meeting or a class meeting.</u></p> <p><u>(5) If the board of supervisors agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original request in the notice must be approved by the original proposer.</u></p> <p><u>(6) If the board of supervisors fails to issue a notice of the shareholders' meeting or a class meeting within the prescribed period, it shall be deemed that the board of supervisors is not convening or presiding over the shareholders' meeting or class meeting. In such a case, shareholders who individually or collectively hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and preside over the meeting themselves. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors.</u></p> <p>.....</p>

No.	Original	Revised
62.	<p>Article 93 The chairman of the board of directors shall preside over the general meetings convened by the board of directors and in the failure of which, one director shall be designated by the chairman of the board of directors to preside over the meeting on his behalf. In the event that no such designation is made, one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.</p> <p>The chairman of the board of supervisors shall preside over the general meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting may be presided over by a supervisor designated by the chairman of the board of supervisors on his behalf.</p> <p>For the general meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting.</p> <p>For the general meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the chairman of the meeting violates the rules of procedures that results in the general meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the general meeting and the meeting shall continue. If, for any reason, the shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.</p>	<p>Article 9377 The chairman of the board of directors shall preside over the generalshareholders' meetings convened by the board of directors. and in the failure of which, <u>When the chairman of the board of directors is unable to or fails to perform duties, one director shall be elected by the affirmative votes of more than half to preside over the meeting.</u> one director shall be designated by the chairman of the board of directors to preside over the meeting on his behalf. <u>In the event that fails to elect a director by the affirmative votes of more than half to preside over the meeting,</u> no such designation is made; one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.</p> <p>The chairman of the board of supervisors shall preside over the generalshareholders' meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting may be presided over by <u>more than half of the supervisors may jointly elect a supervisor to preside over the meeting as chairman.</u> the chairman of the board of supervisors on his behalf.</p> <p>For the generalshareholders' meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting.</p> <p>For the generalshareholders' meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting. In the event that the chairman of the meeting violates the rules of procedures that results in the generalshareholders' meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the generalshareholders' meeting and the meeting shall continue. If, for any reason, the shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.</p>

No.	Original	Revised
63.	<p>Article 95 The chairman of the meeting shall be responsible for deciding whether a resolution has been adopted. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article 9579 The chairman of the meeting shall be responsible for deciding whether a resolution has been adopted. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting. <u>The chairman of the meeting shall announce the vote and the result of each proposal and the decision on whether a resolution of the shareholders' meeting is passed according to the voting results.</u></p>
64.	<p>Article 96 The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, enable the shareholders to attend general meetings by various means.</p>	Deleted.
65.	<p>Article 98 The approach and procedures for nomination of candidates for directors and supervisors are as follow:</p> <p>(1) Shareholder(s) individually or jointly holding more than 3% of the total issued and outstanding voting shares of the Company may propose in writing to the general meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 10 business days before the date of the general meeting.</p> <p>.....</p>	<p>Article 9881 The approach and procedures for nomination of candidates for directors and supervisors are as follow:</p> <p>(1) Shareholder(s) individually or jointly holding more than <u>13%</u> of the total issued and outstanding voting shares of the Company may propose in writing to the general<u>shareholders'</u> meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 10 business days before the date of the general<u>shareholders'</u> meeting.</p> <p>.....</p>
66.	<p>Article 101 The voting right of the same shares shall be exercised only either by on-site voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.</p>	<p>Article 10184 The voting right of the same shares shall be exercised only either by on-site voting, <u>online voting</u> or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid.</p>

No.	Original	Revised
67.	<p>Article 102 Before a resolution is voted on at a general meeting, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is interested in the matter to be considered shall not participate in vote counting or scrutinising.</p> <p>When the shareholders are voting on the resolutions, auditors, H-Share registrar or external accountants qualified to service as auditors, and supervisors of the Company shall be the scrutinisers. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting.</p>	<p>Article 10285 Before a resolution is voted on at a generalshareholders' meeting, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is interested in the matter to be considered shall not participate in vote counting or scrutinising.</p> <p>When the shareholders are voting on the resolutions, auditors, H-Share registrar or external accountants qualified to service as auditors, and supervisors of the Company shall be the scrutinisers. Voting result shall be announced forthwith by the chairman of the meeting, and shall be recorded in the minutes of meeting.</p> <p><u>The shareholders or their proxies voting through online or other means have the right to check their voting results through relevant voting systems.</u></p>
68.	<p>Article 105 In the event that the votes are counted at the general meeting, the counting results shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting shall be kept at the domicile of the Company. The aforesaid minutes of meeting, attendance book for signature and proxy forms shall not be destroyed in 10 years.</p>	<p>Article 10588 In the event that the votes are counted at the generalshareholders' meeting, the counting results shall be recorded in the minutes of the meeting.</p> <p><u>Minutes shall be kept of the decisions on the matters considered at the shareholders' meeting. The minutes of the meeting shall be signed by the directors, supervisors, the secretary to the board of directors, the conveners or their proxies and the presider of the meeting present at the meeting.</u> The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting <u>as well as valid information relating to the voting online or by other means</u> shall be kept at the domicile of the Company <u>and</u> The aforesaid minutes of meeting, attendance book for signature and proxy forms shall not be destroyed in 10 years.</p>
69.	<p>Article 106 Copies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder free of charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days after receipt of reasonable charges.</p>	Deleted.

No.	Original	Revised
70.	<p>Article 110 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected class shareholders at a separate meeting convened in accordance with Articles 112 to 116.</p>	<p>Article 11092 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a generalshareholders' meeting and approval by the affected class shareholders at a separate meeting convened in accordance with Articles 11294 to 11698.</p>
71.	<p>Article 112 Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 111, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 32 of these Articles, “interested shareholder” shall refer to the controlling shareholder as defined in Article 62 of these Articles;</p> <p>(2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 32 of these Articles, “interested shareholder” shall refer to the shareholder to which the proposed agreement relates;</p> <p>(3) In the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p>	<p>Article 11294 Shareholders of the affected class, whether or not having the right to vote at generalshareholders' meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 11193, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 32 of these Articles laws and administrative regulations, “interested shareholder” shall refer to the controlling shareholder as defined in Article 62 of these Articles;</p> <p>(2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of Article 32 of these Articles, laws and administrative regulations, “interested shareholder” shall refer to the shareholder to which the proposed agreement relates;</p> <p>(3) In the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p>

No.	Original	Revised
72.	<p>Article 113 A resolution of a class meeting shall only be passed in accordance with Article 112 by shareholders present at the class meeting who represent more than two-thirds of voting rights.</p> <p>The quorum for a class meeting (other than an adjournment) where any variation or abrogation of the rights of the relevant class shareholders is proposed shall at least be one third of the total issued shares of such class.</p>	<p>Article 11395 A resolution of a class meeting shall only be passed in accordance with Article 11294 by shareholders present at the class meeting who represent more than two-thirds of voting rights.</p> <p>The quorum for a class meeting (other than an adjournment) where any variation or abrogation of the rights of the relevant class shareholders is proposed shall at least be one third of the total issued shares of such class.</p>
73.	<p>Article 116 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon approval by special resolution of its shareholders in general meeting, domestic shares and overseas listed foreign shares once every twelve months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares; or</p> <p>(3) where the whole or part of shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges, subject to the approval of the securities authority of the State Council.</p>	<p>Article 11698 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon approval by special resolution of its shareholders in <u>general shareholders'</u> meeting, domestic shares and overseas listed foreign shares once every twelve months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares; or</p> <p>(23) where the whole or part of shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges, subject to the approval of the securities authority of the State Council <u>filing with CSRC</u>.</p>
74.	<p>Article 119 The Company shall have a board of directors which shall be accountable to the general meeting. The board of directors consists of 15 directors, including one chairman and five independent directors.</p>	<p>Article 119101 The Company shall have a board of directors which shall be accountable to the general meeting. The board of directors consists of 15 directors, including one chairman and five independent directors.</p>

No.	Original	Revised
75.	Article 121 The approach and procedures for nomination of directors shall be implemented in accordance with the relevant requirements under Article 98 of these Articles.	Article 121103 The approach and procedures for nomination of directors shall be implemented in accordance with the relevant requirements under Article 98 81 of these Articles.
76.	<p>Article 122 A director may resign before the expiry of his/her term of office. The resigning director shall submit to the board of directors a written resignation.</p> <p>In case that the number of directors falls below the quorum as a result of the resignation of a director, the resignation of such director shall only take effect upon the election of a director in place of the leaving director. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a new director to fill the vacancy.</p> <p>Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the board of directors.</p>	<p>Article 122104 A director may resign before the expiry of his/her term of office.</p> <p><u>If a director’s term of office expires without a timely re-election, or if a director resigns during their term resulting in the number of directors falling below the quorum, the said director shall continue to perform the duties in accordance with laws, administrative regulations, and these Articles until a newly elected director assumes office.</u></p> <p><u>A director who resigns shall submit a written notice to the Company, and the resignation shall become effective on the date the Company receives the notice. However, in the circumstances described in the preceding article, the director shall continue to perform his/her duties.</u>The resigning director shall submit to the board of directors a written resignation. In case that the number of directors falls below the quorum as a result of the resignation of a director, the resignation of such director shall only take effect upon the election of a director in place of the leaving director. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a new director to fill the vacancy. Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the board of directors.</p>
77.	Article 123 A director shall complete handover procedures with the board of directors upon his/her resignation or expiration of term of office. The fiduciary duties of a director to the Company and the shareholders do not necessarily cease upon termination of his/her term of office. The duty of confidence of a director in relation to trade secrets of the Company survives the termination of his/her tenure until such secrets become available to the public.	Article 123105 A director shall complete handover procedures with the board of directors upon his/her resignation <u>becomes effective</u> or expiration of term of office. The fiduciary duties of a director to the Company and the shareholders do not necessarily cease upon termination of his/her term of office. The duty of confidence of a director in relation to trade secrets of the Company survives the termination of his/her tenure until such secrets become available to the public.

No.	Original	Revised
78.	<p>Article 127 The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <p>(1) to convene and report its work to the general meetings; (2) to implement resolutions of the general meeting;</p> <p>(3) to decide on the business plans and investment plans of the Company;</p> <p>(4) to formulate the plans for annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the plans for profit distribution and making up losses of the Company;</p> <p>(6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company;</p> <p>(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;</p> <p>(8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the general meeting of the Company as prescribed by laws, regulations, ministerial rules or these Articles;</p> <p>(9) to decide on the establishment of the internal management organization of the Company;</p>	<p>Article 127109 The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <p>(1) to convene and report its work to the generalshareholders' meetings;</p> <p>(2) to implement resolutions of the generalshareholders' meeting;</p> <p>(3) to decide on the business policies, business plans, and investment plans and investment projects of the Company;</p> <p>(4) to formulate consider and approve the plans for annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the plans for profit distribution and making up losses of the Company;</p> <p>(6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company;</p> <p>(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;</p> <p>(8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the generalshareholders' meeting of the Company as prescribed by laws, regulations, ministerial rules or these Articles;</p> <p>(9) to decide on the establishment of the internal management organization of the Company;</p>

No.	Original	Revised
	<p>(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president, financial officer and general counsel, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;</p> <p>(11) to formulate the basic management system of the Company;</p> <p>(12) to prepare plans for amending these Articles;</p> <p>(13) to manage information disclosure matters of the Company;</p> <p>(14) to propose to the general meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles.</p> <p>Resolutions relating to the above, with the exception of items (6), (7) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p> <p>Before making resolutions relating to significant matters of the Company, the board of directors shall hear the opinions of the Company Party Committee in advance.</p>	<p>(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president, financial officer and general counsel, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;</p> <p>(11) to formulate the basic management system of the Company;</p> <p>(12) to prepare plans for amending these Articles;</p> <p>(13) to manage information disclosure matters of the Company;</p> <p>(14) to propose to the general<u>shareholders'</u> meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general<u>shareholders'</u> meetings and these Articles.</p> <p>Resolutions relating to the above, with the exception of <u>these Articles otherwise provided and</u> items (6), (7) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the<u>all</u> directors.</p> <p>Before making resolutions relating to significant matters of the Company, the board of directors shall hear the opinions of the Company Party Committee in advance.</p>

No.	Original	Revised
79.	<p>Article 131 Subject to the provisions of Articles 64 and 127, the following issues shall be considered and approved by the board of directors:</p> <p>(1) any pledge of assets, external investment and entrusted wealth management with a transaction amount being less than 50% of the latest audited net assets of the Company;</p> <p>(2) external guarantees other than those required to be approved by the general meeting as provided in Article 66;</p> <p>(3) any connected transaction with a transaction amount being less than 20% of the latest audited net assets of the Company;</p> <p>(4) acquisition and disposal of significant assets of the Company within a year accounting for less than 30% of the latest audited total assets of the Company.</p>	<p>Article 11331 Subject to the provisions of Articles 6452 and 10927, the following issues shall be considered and approved by the board of directors:</p> <p>(1) any pledge of assets, external investment and entrusted wealth management with a transaction amount being less than 50% of the latest audited net assets of the Company;</p> <p>(2) external guarantees other than those required to be approved by the generalshareholders' meeting as provided in Article 6654;</p> <p>(3) any connected transaction with a transaction amount being less than 20% of the latest audited net assets of the Company, <u>except that related party transactions that are fully exempted in accordance with the relevant provisions of the Main Board Listing Rules do not need to be considered and approved by the board of directors;</u></p> <p>(4) acquisition and disposal of significant assets of the Company within a year accounting for less than 30% of the latest audited total assets of the Company.</p>
80.	<p>Article 134 Should the chairman of the board of directors is unable or fails to exercise his duties or powers, a director elected by more than a half of the directors shall exercise such duties or powers.</p>	<p>Article 13416 Should the chairman of the board of directors is unable or fails to exercise his duties or powers, a director elected by more than a half of the directors shall exercise such duties or powers.</p>
81.	<p>Article 136 The notice of board meeting shall be served to all directors, supervisors and president by means of facsimile or email fourteen days before the date of the meeting (for regular meeting) or by means of written notice five days before the date of the meeting (for extraordinary meeting). In case of emergency, such notice may be waived from the time and content requirement for the notice of an extraordinary board meeting set out in these Articles, provided that an explanation shall be made at the meeting by the convener. In avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) of Article 137 and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.</p>	<p>Article 13618 The notice of board meeting shall be served to all directors, supervisors and president by means of facsimile or email fourteen days before the date of the meeting (for regular meeting) or by means of written notice five days before the date of the meeting (for extraordinary meeting). In case of emergency, such notice may be waived from the time and content requirement for the notice of an extraordinary board meeting set out in these Articles, provided that an explanation shall be made at the meeting by the convener. In avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) of Article 11937 and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.</p>

No.	Original	Revised
82.	<p>Article 138 Quorum of a board meeting shall be more than half of all directors.</p> <p>Each director shall have one vote. Resolutions adopted at the board meeting shall be approved by more than half of all directors.</p> <p>Where there are an equal number of votes for and against a particular resolution, the chairman shall be entitled to have a casting vote.</p>	<p>Article 13820 Quorum of a board meeting shall be more than half of all directors.</p> <p>Each director shall have one vote. <u>Unless otherwise provided in these Articles</u>, Resolutions adopted at the board meeting shall be approved by more than half of all directors.</p> <p>Where there are an equal number of votes for and against a particular resolution, the chairman shall be entitled to have a casting vote.</p>
83.	<p>Article 139 When a director and the enterprises involved in the resolutions of the board meeting have connected relations, such director shall not exercise his/her voting rights on such proposal nor can he/she exercise any voting rights on behalf of others directors. The meeting may be held if it is quorated by more than half of the unconnected directors. The resolutions of the board meeting shall be passed by more than half of unconnected directors. If the number of unconnected directors attending the board meeting is less than three, such matter shall be put forward to the general meeting for consideration.</p>	<p>Article 13921 When a director and the enterprises <u>or individual</u> involved in the resolutions of the board meeting have connected relations, such director <u>shall promptly report in writing to the board of directors. The director with the connected relations</u> shall not exercise his/her voting rights on such proposal nor can he/she exercise any voting rights on behalf of others directors. The meeting may be held if it is quorated by more than half of the unconnected directors. The resolutions of the board meeting shall be passed by more than half of unconnected directors. If the number of unconnected directors attending the board meeting is less than three, such matter shall be put forward to the general<u>shareholders'</u> meeting for consideration.</p>
84.	<p>Article 140 Resolutions of the board meetings shall be voted by poll. The board meeting shall be held on-site in principle. If necessary, under the premise of safeguarding full expression of opinions of the directors, the extraordinary board meeting may also be held by way of written resolutions upon the consent of the convener.</p> <p>.....</p>	<p>Article 14022 Resolutions of the board meetings shall be voted by poll. The board meeting shall <u>may be convened and voted on-site or through electronic communication in principle</u>. If necessary, under the premise of safeguarding full expression of opinions of the directors, the extraordinary board meeting may also be held by way of written resolutions upon the consent of the convener.</p> <p>.....</p>

No.	Original	Revised
85.	<p>Article 141 Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the scope of authorization. Directors participating in the board meeting by way of telecommunication such as teleconference and video conference shall be deemed as attending such meeting in person.</p> <p>.....</p>	<p>Article 14123 Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the <u>agent's name, the matters to be represented, the scope of authorization and the validity period, and shall be signed or sealed by the principal.</u> Directors participating in the board meeting by way of telecommunication such as teleconference and video conference shall be deemed as attending such meeting in person.</p> <p>.....</p>
86.	<p>Article 142 The board of directors shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the directors and the recorder present at the meeting. Custody period of minutes shall be ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations or these Articles and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability.</p>	<p>Article 14224 The board of directors shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the directors and the recorder present at the meeting. Custody period of minutes shall be ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations or, these Articles <u>or the resolution of the shareholders' meeting</u> and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability.</p>
87.	<p>Article 147 Independent directors may not be removed prior to the expiry of his/her term of office without justified reason. Where an independent director is removed from office prior to the expiry of his/her term of office, the Company shall disclose the matter as special disclosure.</p> <p>If an independent director fails to attend in person the board meetings for three consecutive times, the board of directors may propose the dismissal of such director at a general meeting.</p>	<p>Article 14729 Independent directors may not be removed prior to the expiry of his/her term of office without justified reason. Where an independent director is removed <u>dismissed</u> from office prior to the expiry of his/her term of office, the Company shall disclose the matter as special disclosure.</p> <p>If an independent director fails to attend in person the board meetings for three consecutive times, the board of directors may propose the dismissal of such director at a general <u>shareholders'</u> meeting.</p>

No.	Original	Revised
88.	<p>Article 151 A director or senior management of the Company other than the president and chief financial officer may also act as the secretary to the board of directors of the Company. Any accountant from accountancy firm or lawyer from law firm which has been appointed by the Company shall not act as the secretary to the board of directors</p> <p>.....</p>	<p>Article 15133 A director or senior management of the Company other than the president and chief financial officer may also act as the secretary to the board of directors of the Company. Any accountant from accountancy firm or lawyer from law firm which has been appointed by the Company shall not act as the secretary to the board of directors</p> <p>.....</p>
89.	<p>Article 153 Any person who serves as an employee other than a director in the controlling shareholder or de facto controller of the Company may not serve as a senior management of the Company.</p>	Deleted.
90.	<p>Article 162 The board of supervisors shall comprise five supervisors, including three nonemployee representative supervisors and two employee representative supervisors. Non-employee representative supervisors shall be elected and removed at the general meeting, while employee representatives shall be elected by the employees of the Company through the meeting of employee representatives, meeting of employees or other forms of democratic election.</p> <p>The terms of office of supervisors shall be three years, renewable upon re-election.</p> <p>The board of supervisors shall have one chairman, the election and removal of whom shall be passed by at least two-thirds of the members of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.</p>	<p>Article 16243 The board of supervisors shall comprise five supervisors, including three nonemployee representative supervisors and two employee representative supervisors. Non-employee representative supervisors shall be elected and removed at the generalshareholders' meeting, while employee representatives shall be elected by the employees of the Company through the meeting of employee representatives, meeting of employees or other forms of democratic election.</p> <p>The terms of office of supervisors shall be three years, renewable upon re-election.</p> <p>The board of supervisors shall have one chairman, the election and removal of whom shall be passed by at least two-thirds of the members of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.</p>
91.	<p>Article 163 If the term of office of a supervisor expires but re-election cannot be held immediately or if any supervisor resigns during his term of office so that the number of the board of supervisor.</p>	<p>Article 16344 If the term of office of a supervisor expires but re-election cannot be held immediately or if any supervisor resigns during his term of office so that the number of the board of supervisor.</p>

No.	Original	Revised
92.	<p>Article 168 The board of supervisors shall hold at least two meetings each year, with at least one meeting held every six months, which are convened and presided over by the chairman of the board of supervisors. The supervisors may propose to convene extraordinary meetings of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall convene and preside over the meeting of the board of supervisors.</p>	<p>Article 16849 The board of supervisors shall hold at least two meetings each year, with at least one meeting held every six months, which are convened and presided over by the chairman of the board of supervisors. The supervisors may propose to convene extraordinary meetings of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by not lessmore than half of the supervisors shall convene and preside over the meeting of the board of supervisors.</p>
93.	<p>Article 170 The board of supervisors shall exercise the following functions and powers in accordance with law:</p> <p>(i) to review the regular reports of the Company formulated by the board of directors and provide written review opinion;</p> <p>(ii) to supervise the finance of the Company,</p> <p>(iii) to supervise the directors and senior management in their performance of duties and to propose the removal of directors and senior management who have contravened any law, regulations, these Articles or resolutions of general meetings;</p>	<p>Article 17051 The board of supervisors shall exercise the following functions and powers in accordance with law:</p> <p>(i) to review the regular reports of the Company formulated by the board of directors and provide written review opinion;</p> <p>(ii) to supervise the finance of the Company,</p> <p>(iii) to supervise the directors and senior management in their performance of duties, <u>to require the directors and senior management to submit reports on the performance of their duties,</u> and to propose the removal <u>dismissal</u> of directors and senior management who have contravened any law, regulations, these Articles or resolutions of general<u>shareholders'</u> meetings;</p>
94.	<p>Article 171</p> <p>A meeting of the board of supervisors shall not be conducted unless it is attended by more than two-thirds of the supervisors. Voting at the meeting board of supervisors shall be carried out by poll or by a show of hands and each supervisor shall have one vote. A supervisor shall attend meetings of the board of supervisors in person, or appoint in writing another supervisor to attend the meeting on his/her behalf due to his/her absence. The letter of authorization shall specify the extent of authorization.</p>	<p>Article 17152</p> <p>A meeting of the board of supervisors shall not be conducted unless it is attended by more than two-thirds of the supervisors. Voting at the meeting board of supervisors shall be carried out by poll or by a show of hands and each supervisor shall have one vote. A supervisor shall attend meetings of the board of supervisors in person; or appoint in writing another supervisor to attend the meeting on his/her behalf due to his/her absence. The letter of authorization shall specify the <u>agent's name, the matters to be represented, the</u> extent of authorization <u>and the effective period, and shall be signed or sealed by the principal.</u></p>

No.	Original	Revised
95.	<p>Article 175 A person may not serve as a director, supervisor, president, or any other senior management of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence, or who has been deprived of his political rights due to offences committed, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding;</p> <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;</p>	<p>Article 17556 A person may not serve as a director, supervisor, president, or any other senior management of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p> <p>(2) a person who has <u>been sentenced for</u> committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the sociallist market economic order and has been punished because of committing such offence, or who has been deprived of his political rights due to offences committed, in each case where less than 5 years have elapsed, <u>or a person who has been placed under probation, and less than two years have elapsed since the date of the completion of the probation;</u></p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business license <u>and was ordered to close;</u></p> <p>(5) a person who has a, <u>who is listed as defaulters by the People's Court due to a relatively large amount of debts due and outstanding;</u></p> <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded <u>has been banned from the securities market by the CSRC for a period that has not yet expired;</u></p>

No.	Original	Revised
	<p>(7) a person who is not eligible for enterprise leadership according to laws and regulations;</p> <p>(8) a non-natural person;</p> <p>(9) a person who is convicted of the contravention of relevant securities regulations by a relevant competent authority, and such conviction involves fraud or dishonest behaviour, where less than 5 years has elapsed since the date of the conviction;</p> <p>(10) any other circumstances as prescribed by the relevant laws and regulations of the place where the Company's shares are listed. Any person who serves as any roles apart from a director in the controlling shareholders or de facto controllers of the Company shall not act as a senior management of the Company.</p>	<p>(7) a person who is not eligible for enterprise leadership according to laws and regulations other contents specified by laws and regulations or departmental rules;</p> <p>(8) a non-natural person;</p> <p>(9) a person who is convicted of the contravention of relevant securities regulations by a relevant competent authority, and such conviction involves fraud or dishonest behaviour, where less than 5 years has elapsed since the date of the conviction;</p> <p>(8+10) any other circumstances as prescribed by the relevant laws and regulations of the place where the Company's shares are listed. Any person who serves as any roles apart from a director in the controlling shareholders or de facto controllers of the Company shall not act as a senior management of the Company.</p>
96.	<p>Article 177 In addition to obligations imposed by laws, regulations or required by the stock exchanges on which the Company's shares are listed, each of the Company's directors, supervisors, president, and other senior management owes following duties to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>(1) not to cause the Company to exceed the scope of business stipulated in its business licence;</p> <p>(2) to act honestly in the best interest of the Company;</p> <p>(3) not to expropriate in any guise the Company's property, including (but not limited to) usurpation of opportunities favourable for the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (but not limited to) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to the general meeting for approval in accordance with these Articles.</p>	Deleted.

No.	Original	Revised
97.	<p>Article 178 Each of the Company’s directors, supervisors, president, and other senior management owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>Article 17558 Directors, supervisors, presidents and other senior management personnel of the Company owe a duty of loyalty to the Company. They shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. Directors, supervisors, presidents and other senior management personnel of the Company owe a duty of diligence to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manger would exercise in the best interests of the Company.</p> <p>Each of the Company’s directors, supervisors, president, and other senior management owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>
98.	<p>Article 179 Each of the Company’s directors, supervisors, president and other senior management shall carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle applies to, among others, the discharge of the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of his powers and not to exceed those powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless permitted by laws, regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p>	<p>Article 17959 Each of the Company’s directors, supervisors, president and other senior management shall carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle applies to, among others, the discharge of the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of his powers and not to exceed those powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless permitted by laws, regulations or with the informed consent of shareholders given in a generalshareholders’ meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p>

No.	Original	Revised
	<p>(5) except in accordance with these Articles or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) without the informed consent of shareholders given in general meeting, not to use the Company's property for his own benefit by any means;</p> <p>(7) not to exploit his position to accept bribes or other illegal income or misappropriate or expropriate the Company's funds or property by any means, including (but not limited to) opportunities favourable for the Company;</p> <p>(8) without the informed consent of shareholders given in general meeting, not to accept commissions in connection with the Company's transactions;</p> <p>(9) to abide by these Articles, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests;</p> <p>(10) without the informed consent of shareholders given in general meeting, not to compete with the Company in any form, and not to abuse the connected relationship to prejudice the Company's interest;</p>	<p>(5) <u>Any contract or transaction entered directly or indirectly with the Company must be reported to the board of directors or the shareholders' meeting, and approved by resolution of the board of directors or the shareholders' meeting in accordance with these Articles. The same applies to contracts or transactions with the Company involving the close relatives of directors, supervisors, and senior management personnel, enterprises directly or indirectly controlled by directors, supervisors, senior management personnel or their close relatives, and other related parties with connected relationships to directors, supervisors, and senior management personnel.</u> except in accordance with these Articles or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) without the informed consent of shareholders given in generalshareholders' meeting or board meeting, not to use the Company's property for his own benefit by any means;</p> <p>(7) not to exploit his position to accept bribes or other illegal income or misappropriate or expropriate the Company's funds or property by any means, including (but not limited to) opportunities favourable for the Company;</p> <p>(8) without the informed consent of shareholders given in general meeting, not to accept <u>not to accept and embezzle commissions from transactions between other persons and in</u> connection with the Company's transactions;</p> <p>(9) to abide by these Articles, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests;</p> <p>(10) <u>no one shall use their position to seek business opportunities that belong to the Company for themselves or others. However, the following exceptions apply: (1) reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of these Articles;</u></p>

No.	Original	Revised
	<p>(11) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide a guarantee for the debts of any shareholder(s) of the Company or other individual(s) with the Company's assets; and</p> <p>(12) without the informed consent of shareholders in general meeting, not to disclose any confidential information relating to the Company acquired by him during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if:</p> <p>(i) disclosure is made under compulsion of law;</p> <p>(ii) the interests of the public require disclosure;</p> <p>(iii) the interests of the relevant director, supervisor, president, and other senior management require disclosure.</p> <p>Any income received by any person mentioned in this Article from violating the provisions of this Article shall belong to the Company and any losses incurred by the Company shall be borne by such person.</p>	<p><u>(2) where the Company is not permitted to make use of the business opportunity in accordance with the provisions of the law, administrative regulations or these Articles.</u></p> <p>without the informed consent of shareholders given in general meeting, not to compete with the Company in any form, and not to abuse the connected relationship to prejudice the Company's interest;</p> <p><u>(11) without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of these Articles, shall not engage in or operate a business similar to that of the company either on their own account or for another person;</u></p> <p>(12) <u>(11)</u> not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets <u>funds</u> and not to provide a guarantee for the debts of any shareholder(s) of the Company or other individual(s) with the Company's assets; and</p> <p>(13) <u>(12)</u> without the informed consent of shareholders in general <u>shareholders'</u> meeting, not to disclose any confidential information relating to the Company acquired by him during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if:</p> <p>(i) disclosure is made under compulsion of law;</p> <p>(ii) the interests of the public require disclosure;</p> <p>(iii) the interests of the relevant director, supervisor, president, and other senior management require disclosure.</p> <p>Any income received by any person mentioned in this Article from violating the provisions of this Article shall belong to the Company and any losses incurred by the Company shall be borne by such person.</p>

No.	Original	Revised
99.	<p>Article 182 Except for circumstances prescribed in Article 61 of these Articles, a director, supervisor, president, and other senior management of thse Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>	<p>Article 18262 Except for circumstances prescribed in Article 61 of these Articles, aA director, supervisor, president, and other senior management of thse Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general<u>shareholders'</u> meeting.</p>
100.	<p>Article 183 Where a director, supervisor, president, and other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the board of directors.</p> <p>A director shall not vote nor shall he be counted in the quorum on any board resolution approving any contract, transaction, arrangement or other relevant proposal in which he or any of his associates (as defined in the applicable rules governing the listing of securities coming into force from time to time) has a material interest.</p> <p>Unless the interested director, supervisor, president, and other senior management discloses his interests to the board of directors in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the board at a meeting in which the interested director, supervisor, president, and other senior management is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, supervisor, president, and other senior management is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, president, and other senior management.</p> <p>A director, supervisor, president, and other senior management of the Company shall be deemed to be interested in a contract, transaction or arrangement in which an associate or a related party of him is interested.</p>	Deleted.

No.	Original	Revised
101.	<p>Article 184 Where a director, supervisor, president, and other senior management of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the issue of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	Deleted.
102.	<p>Article 185 The Company shall not in any manner pay taxes for its directors, supervisors, president, and other senior management.</p>	Deleted.
103.	<p>Article 186 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a director, supervisor, president, and other senior management of the Company or of the Company's parent company or any of their respective associates. However, the following circumstance are not subject to such prohibition:</p> <p>(1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company;</p> <p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, president, and other senior management to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting; and</p>	Deleted.

No.	Original	Revised
	(3) provided that the making of loans or providing guarantees forms part of the regular business of the Company, the Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, president, and other senior management or their respective associates on normal commercial terms.	
104.	Article 187 A loan made by the Company in breach of the above Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	Deleted.
105.	Article 188 A loan guarantee provided by the Company in breach of clause 1 of Article 186 shall be unenforceable against the Company, except in the following circumstances: (1) a loan advanced to an associate of any of the directors, supervisors, president, and other senior management of the Company or of the Company's parent company where the lender was not aware of the situation when the loan was made; or (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	Deleted.
106.	Article 189 For the purposes of the foregoing provisions of this chapter, a guarantee includes an undertaking or property provided to secure the performance of obligations by the obligor.	Deleted.

No.	Original	Revised
107.	<p>Article 190 In addition to any rights and remedies provided by the laws and regulations, where a director, supervisor, president, and other senior management of the Company is in breach of his duties to the Company, the Company has a right to:</p> <p>(1) claim damages from the director, supervisor, president, and other senior management in compensation for losses sustained by the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the director, supervisor, president, and other senior management and any contract or transaction entered into by the Company with a third party, where such third party knows or should know that there is such a breach of duties by such director, supervisor, president, and other senior management;</p> <p>(3) demand the director, supervisor, president, and other senior management to surrender the profits made by him in breach of his duties;</p> <p>(4) recover any monies received by the director, supervisor, president, and other senior management which should have been otherwise received by the Company, including (but not limited to) commissions;</p> <p>(5) demand payment of the interest earned or which may have been earned by the director, supervisor, president, and other senior management on the monies that should have been paid to the Company; and</p> <p>(6) recover any property obtained by the director, supervisor, president or other senior management convicted of the breach of duty by legal proceedings.</p>	Deleted.

No.	Original	Revised
108.	<p>Article 191 The Company shall enter into a contract in writing with each director, supervisor and senior management of the Company, which shall at least contain the following provisions:</p> <p>(1) the directors, supervisors and senior management shall undertake to the Company that they will comply with the Company Law, the Special Regulations, these Articles of the Company and other rules formulated by Hong Kong Stock Exchange, and agree that the Company shall have the right to take the remedial actions provided in these Articles, and that neither such contracts nor the positions of the directors, supervisors and senior management shall be transferred;</p> <p>(2) the directors, supervisors and senior management shall undertake to the Company that they will observe and fulfill their obligations to the shareholders provided in these Articles; and</p> <p>(3) the arbitration clause provided under Article 233 of these Articles.</p>	Deleted.
109.	<p>Article 192 The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated, including;</p> <p>(1) emoluments in respect of his service as director, supervisor or senior management of the Company;</p> <p>(2) emoluments in respect of his service as director, supervisor or senior management of any subsidiary of the Company;</p> <p>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company or any of its subsidiaries; and</p> <p>(4) compensation for loss of office, or as consideration for or in connection with his retirement from office. Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director or supervisor against the Company for any benefits in respect of the matters mentioned in this Article.</p>	Deleted.

No.	Original	Revised
110.	<p>Article 193 The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment for loss of office or retirement.</p> <p>A takeover of the Company as referred to above means:</p> <p>(1) a takeover offer made by any person to all shareholders; or</p> <p>(2) an offer made by any person with a view to becoming a controlling shareholder within the meaning of Article 62 of these Article.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	Deleted.
111.	<p>Article 194 The Company shall establish its financial and accounting system in accordance with the laws, regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.</p>	<p>Article 19463 The Company shall establish its financial and accounting system in accordance with the laws, regulations and PRC accounting standards-rules formulated by the finance regulatory department of the State Council.</p>
112.	<p>Article 195 At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified in the manner prescribed by law.</p> <p>The fiscal year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.</p>	<p>Article 19564 At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified <u>audited by a certified public accountant</u> in the manner prescribed by law.</p> <p>The fiscal year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.</p>

No.	Original	Revised
113.	Article 197 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.	Article 19766 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual general shareholders' meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.
114.	Article 200 The Company shall announce its financial reports twice in each fiscal year. Within 60 days following the end of the first six months of the fiscal year, the Company shall announce its interim financial report, and within 120 days following the fiscal year end, the annual financial report for the year shall be announced.	Article 200169 The Company shall announce its financial reports twice in each fiscal year. Within 60 days following the end of the first six months of the fiscal year, the Company shall announce its interim financial report, and within 120 days following the fiscal year end, the annual financial report for the year shall be announced. <u>If the laws and regulations of the place where the Company's shares are listed and the relevant listing rules have stricter provisions, the Company shall also comply with such provisions.</u>
115.	Article 202 Capital reserve fund includes the following items: (1) premium received when shares are issued at a premium over their par value; (2) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.	Article 202171 Capital reserve fund includes the following items: (1) premium received when shares are issued at a premium over their par value; <u>(2) the proceeds from the issuance of no-par shares are not credited to the registered capital;</u> (3 2) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.
116.	Article 203 Where the general meeting distributes the profits to shareholders before making up the losses and appropriation to reserve funds in breach of the provisions of the preceding paragraphs, the shareholders shall return to the Company such profits distributed in violation of the provisions. Shares of the Company held by the Company shall not be entitled to any profit distribution.	Article 203172 Where the general meeting Company distributes the profits to shareholders before making up the losses and appropriation to reserve funds in breach of the provisions of the preceding paragraphs, the shareholders shall return to the Company such profits distributed in violation of the provisions. <u>The shareholders and the responsible directors, supervisors and senior management shall be liable for compensation if the Company suffers losses therefrom.</u> Shares of the Company held by the Company shall not be entitled to any profit distribution.

No.	Original	Revised
117.	/	<p><u>Article 173 The Company's reserve funds are used to make up the Company's losses, expand the Company's business or increase the Company's registered capital.</u></p> <p><u>Where reserve funds are used to make up for the Company's losses, the discretionary reserve fund and statutory reserve fund should be used first; if the losses still cannot be made up, the capital reserve fund may be used in accordance with the requirements.</u></p> <p><u>When statutory reserve is converted into registered capital, the remaining of such statutory reserve shall not be less than 25% of the registered capital prior to the conversion.</u></p>
118.		<p><u>Article 174 If the Company still incurs losses after making up for the losses in accordance with the provisions of paragraph (2) of Article 173 of these Articles, it may reduce its registered capital to make up for the losses. When reducing registered capital to make up for losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from their obligations to contribute capital or pay for shares.</u></p> <p><u>The provisions of paragraph (2) of Article 28 of these Articles shall not apply to the reduction of registered capital in accordance with the preceding paragraph. However, the Company shall, within 30 days from the date of the resolution of the shareholders' meeting to reduce the registered capital, announce the reduction in a newspaper or on the National Enterprise Credit Information Publicity System.</u></p> <p><u>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.</u></p>

No.	Original	Revised
119.	<p>Article 207</p> <p>The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the annual financial reports and other financial reports of the Company.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting of shareholders and the accounting firm appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the board of directors.</p>	<p>Article 207178The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the annual financial reports and other financial reports of the Company.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting of shareholders and the accounting firm appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the board of directors.</p>
120.	<p>Article 213 The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by shareholders in general meeting. The resolution of the general meeting shall be filed with the securities regulatory authority of the State Council.</p> <p>Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to replace an existing accounting firm or to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring accounting firm which was appointed by the board of directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p>	Deleted.

No.	Original	Revised
	<p>(1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant financial year before notice of meeting is given to the shareholders. Leaving includes leaving by removal, resignation and retirement.</p> <p>(2) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <p>(i) in any notice given to shareholders about a resolution to be made, state the representations that has been made by the accounting firm which is about to leave; and</p> <p>(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles.</p> <p>(3) If the firm's representations are not sent in accordance with paragraph (2) above, the relevant firm may require that the representations be read out at the general meeting and may lodge further complaints.</p> <p>(4) An accounting firm which is leaving its post shall be entitled to attend:</p> <p>(i) the general meeting relating to the expiry of its term of office;</p> <p>(ii) any general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(iii) any general meeting convened on its resignation.</p> <p>The accounting firm leaving the post shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.</p>	

No.	Original	Revised
121.	<p>Article 214 Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the firm concerned and such firm shall be entitled to make representation at the general meeting.</p> <p>Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>(1) Any accounting firm may resign from its office by depositing at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <p>(i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(ii) a statement of any matters of which an account should be given.</p> <p>(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1) (ii) of this Article, a copy of such representation shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such representation to every holder of overseas listed foreign shares by prepaid post, and it shall be sent to the addresses recorded in the register of shareholders.</p> <p>(3) Where the notice of resignation of an accounting firm contains a statement of paragraph (1) (ii) of this Article of any matters of which an account should be given, the accounting firm may require the board of directors to convene a extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>	<p>Article 214184 Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the firm concerned and such firm shall be <u>entitled allowed</u> to make representation <u>when the Company's shareholders' meeting votes on the dismissal of the accounting firm</u> at the general meeting.</p> <p>Where the accounting firm resigns from its post, it shall make clear to the general<u>shareholders'</u> meeting whether there has been any impropriety on the part of the Company.</p> <p>(1) Any accounting firm may resign from its office by depositing at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:-</p> <p>(i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(ii) a statement of any matters of which an account should be given.-</p> <p>(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1) (ii) of this Article, a copy of such representation shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such representation to every holder of overseas listed foreign shares by prepaid post, and it shall be sent to the addresses recorded in the register of shareholders.-</p> <p>(3) Where the notice of resignation of an accounting firm contains a statement of paragraph (1) (ii) of this Article of any matters of which an account should be given, the accounting firm may require the board of directors to convene a extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</p>

No.	Original	Revised
122.	<p>Article 215</p> <p>The aforesaid document shall also be dispatched to holders of overseas listed foreign shares by mail.</p>	<p>Article 215185</p> <p>The aforesaid document shall also be dispatched to holders of overseas listed foreign shares by mail. <u>If the payment for the merger of the companies does not exceed 10% of its net assets, a resolution of the shareholders' meeting is not required for the merger but shall be subject to a resolution of the board of directors.</u></p>
123.	<p>Article 216</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution on merger and shall make newspaper announcement within 30 days of the date of the Company's resolution on merger. The creditors may request the Company to make full repayment of their debts or to provide guarantees within 30 days from the date on which they receive the notification, or within 45 days from the date on which the announcement is made in case of those who have not received the notification.</p>	<p>Article 216186</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution on merger and shall make newspaper announcement <u>or announcements on the National Enterprise Credit Information Publicity System</u> within 30 days of the date of the Company's resolution on merger. The creditors may request the Company to make full repayment of their debts or to provide guarantees within 30 days from the date on which they receive the notification, or within 45 days from the date on which the announcement is made in case of those who have not received the notification.</p>
124.	<p>Article 217</p> <p>In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution on division and shall make announcement in the newspaper accepted by the stock exchange on which the shares of the Company are listed within 30 days of the date of the Company's resolution on division.</p>	<p>Article 217187</p> <p>In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution on division and shall make announcement in the newspaper accepted by the stock exchange on which the shares of the Company are listed <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days of the date of the Company's resolution on division.</p>

No.	Original	Revised
125.	<p>Article 218 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law; when the Company dissolves, the Company shall cancel its registration in accordance with the law; when a new company is established, its establishment shall be registered in accordance with the law.</p>	<p>Article 218188 When the merger or division of the Company involves changes in registered particulars, such changes shall<u>should</u> be registered with the company registration authority in accordance with the law; when the Company dissolves, the Company shall<u>should</u> cancel its registration in accordance with the law; when a new company is established, its establishment shall<u>should</u> be registered in accordance with the law.</p>
126.	<p>Article 219 The Company shall be dissolved and liquidation should be made in accordance with governing laws upon the occurrence of any of the following:</p> <p>(1) a resolution on dissolution is passed by shareholders at general meeting;</p> <p>(2) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is declared bankrupt because of inability to repay debts due;</p> <p>(4) the business license of the Company is revoked, or the Company is ordered to close down or to be terminated;</p> <p>(5) where the Company is in serious operation or management difficulties, and its continual existence will lead to substantial losses to the benefits of the shareholders and there are no other solutions to resolve the matters, the shareholders holding 10% or above of the total voting rights of the Company may seek the dissolution of the Company from the People's Court.</p> <p>(6) other situations where the Company shall be dissolved in accordance with laws and regulations.</p>	<p>Article 219189 The Company shall be dissolved and liquidation should be made in accordance with governing laws upon the occurrence of any of <u>for</u> the following <u>reasons</u>:</p> <p>(1) <u>the term of its operation as stipulated in these Articles has expired or events of dissolution specified in these Articles have occurred;</u></p> <p>(2+) a resolution on dissolution is passed by shareholders at general<u>shareholders'</u> meeting;</p> <p>(32) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is declared bankrupt because of inability to repay debts due;</p> <p>(4) the business license of the Company is revoked, or the Company is ordered to close down or to be terminated;</p> <p>(5) where the Company is in serious operation or management difficulties, and its continual existence will lead to substantial losses to the benefits of the shareholders and there are no other solutions to resolve the matters, the shareholders holding 10% or above of the total voting rights of the Company may seek the dissolution of the Company from the People's Court.</p> <p>(6) other situations where the Company shall be dissolved in accordance with laws and regulations.</p> <p><u>If the Company has any grounds for dissolution specified in the preceding paragraph, it shall publicize the grounds for dissolution through the National Enterprise Credit Information Publicity System within ten days.</u></p>

No.	Original	Revised
		<p><u>Where the Company is in the situation described in paragraph (1) and (2) of clause 1 of this Article, and has not yet distributed property to shareholders, the Company may continue to exist by amending these Articles or through resolutions in the shareholders' meeting. The amendments to these Articles pursuant to the aforesaid provision or by resolutions in the shareholders' meeting are subject to the approval by shareholders holding more than two-thirds of the voting rights of the shareholders presented at the shareholders' meeting.</u></p>
127.	<p>Article 220 Where the Company is dissolved under paragraph (1) of the preceding Article, a liquidation committee shall be set up within 15 days, and its members shall be determined by ordinary resolution at a general meeting.</p> <p>Where the Company is dissolved under paragraph (3) or (5) of the preceding Article, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professionals to establish a liquidation committee to proceed with the liquidation.</p> <p>Where the Company is dissolved under paragraph (4) of the preceding Article, the relevant competent authority shall organize the shareholders, relevant organizations and professionals to establish a liquidation committee to proceed with the liquidation.</p>	<p>Article 220190 Where the Company is dissolved under paragraph (1), (2), (4) and (5) of clause 1 of the preceding Article, <u>it shall be liquidated. The directors are the obligors for the liquidation of the Company and</u> a liquidation committee shall be set up <u>formed</u> within 15 days <u>of the date of dissolution to carry out the liquidation</u>, and its members shall be determined by ordinary resolution at a general meeting.</p> <p><u>The liquidation committee shall comprise directors or those determined at the shareholders' meeting. If the liquidation committee is not set up within the timeframe, or if the liquidation committee is formed but does not carry out liquidation, the creditors may plead the People's Court to designate related persons to form a liquidation committee to carry out the liquidation.</u></p> <p>Where the Company is dissolved under paragraph (3) or (5) of the preceding Article, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professionals to establish a liquidation committee to proceed with the liquidation.</p> <p>Where the Company is dissolved under paragraph (4) of the preceding Article, the relevant competent authority shall organize the shareholders, relevant organizations and professionals to establish a liquidation committee to proceed with the liquidation.</p>

No.	Original	Revised
128.	<p>Article 221 Where the board of directors proposes to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the board of directors shall include a statement in its notice convening a general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the general meeting to make a report at least once every year to the general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and to present a final report to the general meeting on completion of the liquidation.</p>	Deleted.
129.	/	<p><u>Article 191 To make a decision on dissolving or applying for bankruptcy, the Company shall seek opinions of its labour union and shall seek the opinions and suggestions of the employees through the meeting of the employee representatives or in any other forms.</u></p>

No.	Original	Revised
130.	<p>Article 222 The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish newspaper announcements within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days from the date on which they receive the notification, or within 45 days from the date on which the announcement is made in the event that such notification have not been received. Creditors' rights shall be registered by the liquidation committee in accordance with laws. During the period when creditors declare their rights, no settlement shall be made to the creditors by the liquidation committee.</p>	<p>Article 222192 The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish newspaper announcements <u>or announcements on the National Enterprise Credit Information Publicity System</u> within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days from the date on which they receive the notification, or within 45 days from the date on which the announcement is made in the event that such notification have not been received.</p> <p><u>When declaring their rights, creditors shall specify the relevant matters of their rights and provide supporting materials.</u> Creditors' rights shall be registered by the liquidation committee in accordance with laws.</p> <p>During the period when creditors declare their rights, no settlement shall be made to the creditors by the liquidation committee.</p>
131.	<p>Article 223 During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <ul style="list-style-type: none"> (1) to ascertain the assets of the Company and separately prepare a balance sheet and an inventory of assets; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the outstanding business deals of the Company in relation to the liquidation; (4) to settle outstanding taxes and taxes arising from liquidation in full; (5) to ascertain all claims and debts; (6) to dispose of the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings. 	<p>Article 223193 During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <ul style="list-style-type: none"> (1) to ascertain the assets of the Company and separately prepare a balance sheet and an inventory of assets; (2) to notify creditors by sending notice or by making announcement; (3) to deal with and settle the outstanding business deals of the Company in relation to the liquidation; (4) to settle outstanding taxes and taxes arising from liquidation in full; (5) to ascertain all claims and debts; (6) to <u>allocated</u>dispose of the remaining assets of the Company after the repayment of debts; (7) to represent the Company in any civil proceedings.

No.	Original	Revised
132.	<p>Article 224 After checking the assets of the Company and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the general meeting or the concerned competent authority for confirmation.</p> <p>After a resolution on dissolution is passed by shareholders at a general meeting or the Company is declared bankrupt according to law or it is ordered to close down, no one is allowed to dispose of the assets of the Company without the permission of the liquidation committee</p> <p>.....</p> <p>During the liquidation period, the Company shall not commence any business activities irrelevant to liquidation.</p>	<p>Article 224194 After checking the assets of the Company and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the generalshareholders' meeting or the People's Court concerned competent authority for confirmation.</p> <p>After a resolution on dissolution is passed by shareholders at a general meeting or the Company is declared bankrupt according to law or it is ordered to close down, no one is allowed to dispose of the assets of the Company without the permission of the liquidation committee</p> <p>.....</p> <p>During the liquidation period, the Company shall not commence any business activities irrelevant to liquidation. <u>The Company's property may not be distributed to shareholders before it has been settled in accordance with the preceding paragraph.</u></p>
133.	<p>Article 225 In the event of the liquidation of the Company owing to dissolution, if the liquidation committee, after ascertaining the assets of the Company and preparing a balance sheet and an inventory of assets, discovers that the assets of the Company are insufficient to repay its debts, it shall immediately apply to the People's Court for declaration of bankruptcy.</p> <p>After the Company is declared bankrupt by a ruling of the People's Court, the liquidation committee shall transfer the liquidation matters to the People's Court.</p>	<p>Article 225195 In the event of the liquidation of the Company owing to dissolution, if the liquidation committee, after ascertaining the assets of the Company and preparing a balance sheet and an inventory of assets, discovers that the assets of the Company are insufficient to repay its debts, it shall immediately apply to the People's Court for declaration of bankruptcy <u>and liquidation.</u></p> <p>After the Company is declared <u>the acceptance of</u> bankrupt <u>application</u> by a ruling of the People's Court, the liquidation committee shall transfer the liquidation matters to the <u>designated bankruptcy administrator of the</u> People's Court.</p>

No.	Original	Revised
134.	<p>Article 226 Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by PRC certified public accountants and then submitted to the general meeting or the concerned competent authorities for confirmation.</p> <p>The liquidation committee shall, within 30 days after the date of the general meeting or the affirmation from the concerned competent authorities, submit the aforementioned documents to the company registration authorities for cancellation of the registration of the Company and announces that the Company ceases to exist.</p>	<p>Article 226196 Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be audited by PRC certified public accountants and then submitted to the general<u>shareholders'</u> meeting or the concerned competent authorities <u>the People's Court</u> for confirmation, <u>and then submitted to the company registration authority to apply for cancellation of company registration.</u></p> <p>The liquidation committee shall, within 30 days after the date of the general meeting or the affirmation from the concerned competent authorities, submit the aforementioned documents to the company registration authorities for cancellation of the registration of the Company and announces that the Company ceases to exist.</p>
135.	Chapter 22 Settlement of Disputes	Deleted.
136.	<p>Article 233 The Company shall settle disputes in the following manners:</p> <p>(1) Disputes or claims between (i) the Company and its directors or senior management; and (ii) holders of the overseas listed foreign shares and the Company, holders of the overseas listed foreign shares and the Company's directors, supervisors, president or other senior management, or holders of the overseas listed foreign shares and holders of domestic shares in relation to the rights or obligations concerning the affairs of the Company conferred or imposed by these Articles, the Company Law or any other relevant laws and regulations shall be settled by the relevant parties through arbitration.</p>	Deleted.

No.	Original	Revised
	<p>Where a dispute or claim is submitted for arbitration, the entire claim or dispute shall be submitted for arbitration and any person (being the Company or its shareholder, director, supervisor, president or other senior management) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall abide by the arbitration.</p> <p>Disputes in relation to the identification of shareholders and the register of shareholders need not be referred to arbitration.</p> <p>(2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims prescribed in clause (1) above are referred to arbitration, the laws of the People's Republic of China shall apply, save as otherwise provided in laws and regulations.</p> <p>(4) The award of an arbitration body shall be final and conclusive and binding on all parties.</p>	
137.	Chapter 23 Supplementary Provisions	Chapter 23² Supplementary Provisions

No.	Original	Revised
138.	<p>Article 234 Definitions:</p> <p>(1) A de facto controller refers to the person who is not a shareholder of the Company but is able to exercise control over the acts of the Company through an investment relationship, agreement or other arrangement.</p> <p>(2) Connected relationship refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors or senior management and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company under the Listing Rules of the Hong Kong Stock Exchange. However, relationship between state-owned enterprises shall not be deemed as connected relationship solely because they are under common control of the government.</p> <p>(3) Connected transaction shall have the meaning ascribed to it under the Listing Rules of the Hong Kong Stock Exchange.</p> <p>(4) A Business Day refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities.</p>	<p>Article 234203 Definitions:</p> <p><u>(1) Controlling shareholder refer to shareholder who holds more than 50% of the Company's share capital or shares or shareholder whose share proportion is less than 50% of the Company's share capital but whose voting rights have significant influence on the resolution of the shareholder's meeting.</u></p> <p>(21) A de facto controller refers to the person who is not a shareholder of the Company but is able to exercise control over the acts of the Company through an investment relationship, agreement or other arrangement.</p> <p>(32) Connected relationship refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors or senior management and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company under the Listing Rules of the Hong Kong Stock Exchange. However, relationship between state-owned enterprises shall not be deemed as connected relationship solely because they are under common control of the government.</p> <p><u>(4) Treasury shares refer to previously issued shares that have been purchased, redeemed, surrendered or otherwise acquired by the Company and have not been cancelled. Unless otherwise provided in the Main Board Listing Rules, the Company Law or relevant laws and regulations, treasury shares may not be voted, directly or indirectly, at any meeting of the Company, nor may they be counted in determining the total number of issued shares at any given time.</u></p> <p>(53) Connected transaction shall have the meaning ascribed to it under the Listing Rules of the Hong Kong Stock Exchange.</p> <p>(64) A Business Day refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities.</p>

No.	Original	Revised
139.	Article 236 “Accounting firm” in these Articles shall have the same meaning as “auditors”.	Deleted.
140.	Article 238 For the purpose of these Articles, the terms “not less than”, “within” and “not more than” shall include the number itself, while the terms “more than” and “beyond” shall not include the number itself.	Article 23806 For the purpose of these Articles, the terms “not less than”, “within” and “not more than” shall include the number itself, while the terms “more than”, and “beyond”, <u>“less than” and “exceeding”</u> shall not include the number itself.
141.	In view of the fact that the “general meeting” in the Company Law has been uniformly adjusted to “shareholders’ meeting”, all references to “general meeting” in the Articles of Association shall be changed to “shareholders’ meeting”. This amendment applies uniformly throughout the entire text of the Articles of Association and is not presented individually in this table.	

APPENDIX II: SPECIFIC PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETINGS

No.	Original	Revised
1.	<p>Article 3 The general meeting consists of all Shareholders of the Company which shall be the institution of authority of the Company and shall exercise lawful duties as follows:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(3) to consider and approve the reports of the board of directors of the Company;</p> <p>(4) to consider and approve the reports of the board of supervisors of the Company;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(6) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(7) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(8) to resolve on the issuance of debentures;</p> <p>(9) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to resolve on the engagement or termination of engagement of the accountants' firm of the Company which provides audit to the annual financial statements of the Company;</p> <p>(12) to consider and approve the guarantees required to be considered at general meetings under the Articles of Association;</p> <p>(13) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;</p>	<p>Article 3 The generalshareholders' meeting consists of all Shareholders of the Company which shall be the institution of authority of the Company and shall exercise lawful duties as follows:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(21) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(32) to consider and approve the reports of the board of directors of the Company;</p> <p>(43) to consider and approve the reports of the board of supervisors of the Company;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(64) to consider and approve the Company's profit distribution plans and plans for making up losses;</p> <p>(75) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(86) to resolve on the issuance of debentures;</p> <p>(97) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(108) to amend the Articles of Association;</p> <p>(119) to resolve on the engagement or termination of engagement of the accountants' firm of the Company which provides audit to the annual financial statements of the Company;</p> <p>(120) to consider and approve the guarantees required to be considered at generalshareholders' meetings under the Articles of Association;</p> <p>(113) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;</p>

No.	Original	Revised
	<p>(14) to consider and approve the share incentive scheme;</p> <p>(15) to consider and approve pledge of asset, external investment and commissioned financial matters which account for more than 50% of the latest audited net assets of the Company and connected transactions which account for more than 20% of the latest audited net assets of the Company;</p> <p>(16) to consider the motions raised by shareholders who represent more than 3% (inclusive) of the total number of voting shares of the Company;</p> <p>(17) to consider other matters which, according to the laws, administrative regulations and departmental rules and regulations or the Articles of Association, should be resolved by the shareholders of the Company at general meetings;</p>	<p>(142) to consider and approve the share incentive scheme;</p> <p>(153) to consider and approve pledge of asset, external investment and commissioned financial matters which account for more than 50% of the latest audited net assets of the Company and connected transactions which account for more than 20% of the latest audited net assets of the Company;</p> <p>(164) to consider the motions raised by shareholders who, individually or collectively, hold shares which represent more than 13% (inclusive) of the total number of voting shares of the Company;</p> <p>(175) to consider other matters which, according to the laws, administrative regulations and departmental rules and regulations or the Articles of Association, should be resolved by the shareholders of the Company at generalshareholders' meetings;</p>
2.	<p>Article 4 The general meeting shall be convened by the board of directors, and if the board of directors is unable to perform or fails to perform its duty to convene the general meeting, the board of supervisors shall promptly convene the meeting; If the board of supervisors does not convene the meeting, shareholders who individually or collectively hold more than ten percent of the Company's shares for more than ninety consecutive days may convene the meeting on their own.</p>	<p>Article 4 The generalshareholders' meeting shall be convened by the board of directors, and if the board of directors is unable to perform or fails to perform its duty to convene the generalshareholders' meeting, the board of supervisors shall promptly convene the meeting; If the board of supervisors does not convene the meeting, shareholders who individually or collectively hold more than ten percent of the Company's shares for more than ninety consecutive days may convene the meeting on their own.</p>
3.	<p>Article 7 The board of directors shall convene an extraordinary general meeting within two months of the occurrence of any one of the following events:</p> <p>(1) when the number of directors is less than the statutory minimum number (i.e. five) stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>(2) when the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(3) when any shareholder individually or jointly holding 10% or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary general meeting;</p>	<p>Article 7 The board of directors shall convene an extraordinary generalshareholders' meeting within two months of the occurrence of any one of the following events:</p> <p>(1) when the number of directors is less than the statutory minimum number (i.e. fivethree) stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>(2) when the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;</p> <p>(3) when any shareholder individually or jointly holding 10% ten percent or more of the total voting shares of the Company requests in writing for the convocation of an extraordinary generalshareholders' meeting;</p>

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	<p>(4) when deemed necessary by the board of directors;</p> <p>(5) when requested by the board of supervisors.</p> <p>.....</p>	<p>(4) when deemed necessary by the board of directors;</p> <p>(5) when requested by the board of supervisors.;</p> <p><u>(6) any other circumstances stipulated in the laws, administrative regulations, departmental rules or the Articles of Association.</u></p> <p>.....</p>
4.	<p>Article 9 Half of the board of independent directors may request to the board of directors of the Company to convene an extraordinary general meeting in writing. The board of directors of the Company shall, within 10 business days upon the receipt of such request, give a written reply on agreeing or disagreeing to convene such meeting in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>.....</p>	<p>Article 9 Half of the board of independent directors may request to the board of directors of the Company to convene an extraordinary generalshareholders' meeting in writing. The board of directors of the Company shall, within 10 business days upon the receipt of such request, give a written reply on agreeing or disagreeing to convene such meeting in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>.....</p>
5.	<p>Article 10 When shareholders or the board of supervisors request for the convening of an extraordinary general meeting or any class meeting, the following procedures shall be followed:</p> <p>(1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors can request the board of directors to convene an extraordinary general meeting or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The board of directors shall convene the extraordinary general meeting or class meeting as specified in the request. The amount of shares referred to above shall be calculated as at the date of making the request.</p>	<p>Article 10 When shareholders or the board of supervisors request for the convening of an extraordinary generalshareholders' meeting or any class meeting, the following procedures shall be followed:</p> <p>(1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the board of supervisors can request the board of directors to convene an extraordinary generalshareholders' meeting or a class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The board of directors shall convene the extraordinary general meeting or class meeting as specified in the request. The amount of shares referred to above shall be calculated as at the date of making the request. <u>The board of directors shall reply as specified in the request on whether or not the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting within ten days upon the receipt of such written requests.</u></p>

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	<p>(2) If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s), the shareholders making the request(s) have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors. The board of supervisors can convene a meeting by itself within 4 months after the board of directors receiving the abovementioned written request(s). If the board of supervisors will not convene or preside over a meeting, the shareholders who individually or jointly hold 10% or more of the shares of the Company for more than 90 days consecutively may convene a meeting themselves and the procedures for convening such meeting shall follow the procedures of the general meeting convened by the board of directors.</p> <p>All reasonable expenses incurred for such meeting convened by the Shareholders or the board of supervisors as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.</p>	<p>(2) <u>In the event that the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting, the notice of the shareholders' meeting or a class meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Consent of the original proposer(s) shall be obtained in the event of any changes made to the original proposal in the notice.</u> If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s), the shareholders making the request(s) have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors. The board of supervisors can convene a meeting by itself within 4 months after the board of directors receiving the abovementioned written request(s). If the board of supervisors will not convene or preside over a meeting, the shareholders who individually or jointly hold 10% or more of the shares of the Company for more than 90 days consecutively may convene a meeting themselves and the procedures for convening such meeting shall follow the procedures of the general meeting convened by the board of directors.</p> <p><u>(3) If the board of directors disagrees with the board of supervisors' proposal to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene such meetings. In this case, the board of supervisors may convene and preside over the meeting itself. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the Board of Directors.</u></p>

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		<p><u>(4) If the board of directors disagrees with the request of shareholders to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, the relevant shareholders shall have the right to propose in writing to the board of supervisors to convene an extraordinary shareholders' meeting or a class meeting.</u></p> <p><u>(5) If the board of supervisors agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original request in the notice must be approved by the original proposer.</u></p> <p><u>(6) If the board of supervisors fails to issue a notice of the shareholders' meeting or a class meeting within the prescribed period, it shall be deemed that the board of supervisors is not convening or presiding over the shareholders' meeting or class meeting. In such a case, shareholders who individually or collectively hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and preside over the meeting themselves. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors.</u></p> <p>All reasonable expenses incurred for such meeting convened by the Shareholders or the board of supervisors as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.</p>
6.	<p>Article 11 In the event that the board of supervisors or the shareholders of the Company decide to convene a general meeting on its own, it or he shall notify the board of directors of the Company in writing and deliver the meeting notice. Before passing a resolution at the general meeting, the percentage of shareholding held by the convening shareholders shall not be less than 10%.</p>	<p>Article 11 In the event that the board of supervisors or the shareholders of the Company decide to convene a general<u>shareholders'</u> meeting on its own, it or he shall notify the board of directors of the Company in writing and deliver the meeting notice. Before passing a resolution at the general<u>shareholders'</u> meeting, the percentage of shareholding held by the convening shareholders shall not be less than 10% <u>ten percent</u>.</p>

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7.	<p>Article 14 Prior to the issuance of the notice for the convening of a general meeting by the Company, the following organisations and persons may submit proposals to the general meeting:</p> <p>(i) the board of directors;</p> <p>(ii) the board of supervisors;</p> <p>(iii) shareholders who individually or collectively hold more than 3% of the shares of the Company;</p> <p>(d) more than half of the independent directors.</p>	<p>Article 14 Prior to the issuance of the notice for the convening of a general<u>shareholders'</u> meeting by the Company, the following organisations and persons may submit proposals to the general<u>shareholders'</u> meeting:</p> <p>(i) the board of directors;</p> <p>(ii) the board of supervisors;</p> <p>(iii) shareholders who individually or collectively hold more than <u>13</u>% of the shares of the Company;</p> <p>(d) more than half of the independent directors.</p>
8.	<p>Article 15 Shareholders individually or collectively holding 3% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the general meeting. The convener shall issue supplemental notice of general meeting within two days upon the receipt of the proposals and submit the interim proposal to the extraordinary general meeting for consideration. If the convenor decides not to include the proposal in the agenda of the general meeting, he/she shall explain and justify the proposal at that general meeting.</p>	<p>Article 15 Shareholders individually or collectively holding <u>13</u>% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the general<u>shareholders'</u> meeting. The convener shall issue supplemental notice of general<u>shareholders'</u> meeting within two days upon the receipt of the proposals and submit the interim proposal to the extraordinary general<u>shareholders'</u> meeting for consideration. If the convenor decides not to include the proposal in the agenda of the general<u>shareholders'</u> meeting, he/she shall explain and justify the proposal at that general<u>shareholders'</u> meeting.</p>
9.	<p>Article 16 Proposals for elections of director and supervisor at the general meeting shall fully disclose the details of the candidates of directors and supervisors including the following particulars:</p> <p>(1) personal particulars such as education background, working experience and any part-time positions;</p> <p>(2) whether there is any connected relationship with the Company or the controlling shareholders and de facto controller of the Company;</p> <p>(3) their shareholding in the Company;</p> <p>(4) whether there are any penalties or punishments imposed by the China Securities Regulatory Commission and other related authorities or stock exchanges.</p>	<p>Article 16 Proposals for elections of director and supervisor at the general<u>shareholders'</u> meeting shall fully disclose the details of the candidates of directors and supervisors including the following particulars:</p> <p>(1) personal particulars such as education background, working experience and any part-time positions;</p> <p>(2) whether there is any connected relationship with the Company or the controlling shareholders and de facto controller of the Company;</p> <p>(3) their shareholding in the Company;</p> <p>(4) whether there are any penalties or punishments imposed by the China Securities Regulatory Commission (<u>hereinafter as "CSRC"</u>) and other related authorities or stock exchanges.</p>

No.	Original	Revised
10.	<p>Article 19 Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the general meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the Listing Rules of the place where the shares of the Company are listed and Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange.</p>	<p>Article 19 <u>Subject to applicable laws and regulations and the requirements of the Listing Rules, n</u>Notice of a generalshareholders’ meeting may be shall be served on shareholders (whether or not entitled to vote at the generalshareholders’ meeting) by <u>way of an announcement on the websites of the Company and the Hong Kong Stock Exchange, or, if so requested by the Shareholders,</u> by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the shareholders’ meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. An announcement to the domestic shareholders shall be published in a media that complies with the conditions stipulated by the CSRC.</p> <p>After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant generalshareholders’ meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the Listing Rules of the place where the shares of the Company are listed and Articles of Association, the notice of a generalshareholders’ meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange.</p>
11.	<p>Article 22 An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>	<p>Article 22 <u>Proposals not specified in the notice of the shareholders’ meeting or which do not comply with the requirements of Article 13 of these Rules shall not be voted on and resolved by the shareholders’ meeting.</u>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>

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12.	<p>Article 31 The location for holding a general meeting of the Company shall be the domicile of the Company in general. A venue shall be set aside for the convening of a physical general meeting. The Company will also enable shareholders to have access to the general meeting by other means as permitted by the listing rules of the place where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p>	<p>Article 31 The location for holding a general<u>shareholders'</u> meeting of the Company shall be the domicile of the Company <u>or such other place as specified in the notice of the shareholders' meeting</u>in general. A venue shall be set aside for the convening of a physical general<u>shareholders'</u> meeting. The Company will also enable shareholders to have access to the general meeting by other means as permitted by the listing rules of the place where the shares of the Company are listed. <u>Provided that the legality and validity of the shareholders' meeting are ensured, the Company may convene and vote at shareholders' meetings through electronic communication means, in accordance with the provisions of laws, administrative regulations, the stock exchange where the Company's shares are listed, relevant regulatory authorities, and the Articles of Association, where technically feasible.</u> The shareholders that have participated in the <u>shareholders'</u> meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p>

No.	Original	Revised
13.	<p>Article 34 The chairman of the board of directors shall preside over the general meetings convened by the board of directors. If the chairman of the board of directors is unable to preside over a general meeting, the chairman of the board of directors may designate a director of the Company to convene and preside over the meeting on his/her behalf. In the event that no such designation is made, one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.</p> <p>The chairman of the board of supervisors shall preside over the general meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting may be presided over by a supervisor designated by the chairman of the board of supervisors on his behalf.</p> <p>.....</p>	<p>Article 34 The chairman of the board of directors shall preside over the general<u>shareholders'</u> meetings convened by the board of directors. If the chairman of the board of directors is unable <u>or fails to perform his/her duties</u> to preside over a general meeting, a director collectively elected by more than half of the directors shall preside over the meeting the chairman of the board of directors may designate a director of the Company to convene and preside over the meeting on his/her behalf. In the event that no such designation is made <u>If more than half of the directors are unable to elect a director to preside over the meeting,</u> one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his proxy) who holds the most voting shares shall be the chairman.</p> <p>The chairman of the board of supervisors shall preside over the general<u>shareholders'</u> meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting shall<u>may</u> be presided over by a supervisor <u>jointly elected</u> designated by <u>more than half of the supervisors</u> the chairman of the board of supervisors on his behalf.</p> <p>.....</p>

No.	Original	Revised
14.	<p>Article 40 Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations, or a poll is demanded before or after any vote by show of hands by the following persons, a resolution shall be decided on a show of hands at any general meeting:</p> <p>(1) the chairman of the meeting;</p> <p>(2) at least 2 shareholders entitled to vote or their proxies; or</p> <p>(3) one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares represented by all shareholders present at the meeting.</p> <p>Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p>	<p>Article 40 Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations, or a poll is demanded before or after any vote by show of hands by the following persons, a resolution shall be decided on a show of hands at any general meeting: <u>the voting at the shareholders' meeting shall be conducted by a registered poll.</u></p> <p>(1) the chairman of the meeting;</p> <p>(2) at least 2 shareholders entitled to vote or their proxies; or</p> <p>(3) one or more shareholders (including proxies) individually or jointly holding 10% or more of the voting shares represented by all shareholders present at the meeting.</p> <p>Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who makes such demand.</p>
15.	<p>Article 41 A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.</p>	Deleted.
16.	<p>Article 42 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.</p>	Deleted.

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17.	Article 43 In the case there is an equality of votes, whether the vote is taken by a show of hands or by poll, the chairman of the meeting is entitled to a casting vote.	Deleted.
18.	Article 47 Statistic of voting results Before voting takes place on a proposal at a general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing. When voting takes place on a proposal at a general meeting, auditors, H share register or qualified external auditors shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall determine whether resolution has been passed and announcing the voting results on the spot, and the decision is final and shall be announced in the meeting and recorded in the meeting minutes.	Article 474 Statistic of voting results Before voting takes place on a proposal at a general <u>shareholders'</u> meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has an interest in a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing. When voting takes place on a proposal at a general <u>shareholders'</u> meeting, auditors, H share register or qualified external auditors, <u>or a supervisor of the Company</u> shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall <u>announce the results of the voting on the spot, and the results of the voting on the resolution shall be recorded in the meeting minutes. Shareholders of the Company or their proxies shall have the right to check the results of their votes through the corresponding voting system if they vote via the Internet or other means.</u> determine whether resolution has been passed and announcing the voting results on the spot, and the decision is final and shall be announced in the meeting and recorded in the meeting minutes.
19.	Article 49 The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results. Before announcing the voting results officially, the Company, the vote-counter, the voting scrutineer, Shareholders and the Company involved in the voting at the general meeting shall assume confidentiality obligations.	Article 496 The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results. Before announcing the voting results officially, the Company, the vote-counter, the voting scrutineer, Shareholders, <u>internet service providers</u> and the Company providers involved in the voting at the <u>shareholders' meeting, through the internet or other method</u> shall assume confidentiality obligations.

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20.	<p>Article 50 The resolutions of the general meeting</p> <p>The resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions put forward in the general meeting shall be adopted by more than half of shareholders (including their proxies) with voting rights attending the meeting.</p> <p>Special resolutions put forward in the general meeting shall be adopted by more than two-thirds of the shareholders (including their proxies) with voting rights attending the meeting.</p>	<p>Article 5047 The resolutions of the general<u>shareholders'</u> meeting</p> <p>The resolutions of the general<u>shareholders'</u> meeting shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions put forward in the general<u>shareholders'</u> meeting shall be adopted by more than half of shareholders (including their proxies) with voting rights attending the meeting.</p> <p>Special resolutions put forward in the general<u>shareholders'</u> meeting shall be adopted by more than two-thirds of the shareholders (including their proxies) with voting rights attending the meeting.</p>
21.	<p>Article 51 The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and non-employee representative supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and regulations or these Articles.</p>	<p>Article 5148 The following resolutions shall be adopted as ordinary resolutions at a general<u>shareholders'</u> meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and non-employee representative supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws and regulations or these Articles.</p>
22.	<p>Article 52 The following resolutions shall be adopted as special resolutions at a general meeting:</p> <p>(1) increase or reduction of share capital, repurchase of the Company's shares and issuance of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) issuance of debentures of the Company;</p>	<p>Article 5249 The following resolutions shall be adopted as special resolutions at a general<u>shareholders'</u> meeting:</p> <p>(1) increase or reduction of share capital, repurchase of the Company's shares and issuance of shares of any class, warrants and other similar securities of the Company;</p> <p>(2) issuance of debentures of the Company;</p>

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	<p>(3) division, merger, dissolution, liquidation and changes to the form of the Company;</p> <p>(4) amendments to the Articles of Associate;</p> <p>(5) acquisition or disposal of major assets or provision of guarantee with the amount exceeding 30% of the Company's latest audited total assets within a year;</p> <p>(6) share option scheme;</p> <p>(7) other matters approved by ordinary resolution of the general meeting believing that they could materially affect the Company and need to be approved by special resolution.</p>	<p>(3) division, merger, dissolution, liquidation and changes to the form of the Company;</p> <p>(4) amendments to the Articles of Associate;</p> <p>(5) acquisition or disposal of major assets or provision of guarantee with the amount exceeding 30% of the Company's latest audited total assets within a year;</p> <p>(6) share option scheme;</p> <p>(7) other matters <u>as stipulated by laws, administrative regulations or the Articles of Association, and</u> approved by ordinary resolution of the generalshareholders' meeting believing that they could materially affect the Company and need to be approved by special resolution.</p>
23.	<p>Article 54 The general meeting may, after considering the proposals submitted, resolve a resolution on all issues together, or resolve a sub resolution or a single resolution.</p>	Deleted.
24.	<p>Article 62 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and approval by the affected class shareholders at a separate meeting convened in accordance with Articles 63 to 68.</p> <p>.....</p>	<p>Article 6258 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a generalshareholders' meeting and approval by the affected class shareholders at a separate meeting convened in accordance with Articles 6359 to 684.</p> <p>.....</p>
25.	<p>Article 64 Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 63, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of acquiring its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with the Articles of Association, "interested shareholder" shall refer to the controlling shareholder as defined in the Articles of Association;</p>	<p>Article 604 Shareholders of the affected class, whether or not having the right to vote at generalshareholders' meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 6359, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of acquiring its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with the Articles of Association, <u>laws and administrative regulations,</u> "interested shareholder" shall refer to the controlling shareholder as defined in the Articles of Association;</p>

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	<p>(2) In the case of acquiring its own shares by the Company through an off-market agreement in accordance with the provisions of the Articles of Association, “interested shareholder” shall refer to the shareholder to which the proposed agreement relates;</p> <p>(3) In the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p>	<p>(2) In the case of acquiring its own shares by the Company through an off-market agreement in accordance with the provisions of the Articles of Association, <u>laws and administrative regulations</u>, “interested shareholder” shall refer to the shareholder to which the proposed agreement relates;</p> <p>(3) In the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p>
26.	<p>Article 65 A resolution of a class meeting shall only be passed in accordance with Article 64 by shareholders present at the class meeting who represent more than two-thirds of voting rights.</p>	<p>Article 651 A resolution of a class meeting shall only be passed in accordance with Article 604 by shareholders present at the class meeting who represent more than two-thirds of voting rights.</p> <p><u>The quorum for a class meeting (other than an adjournment) held for any variation of the rights of any class of shares shall at least be one third of the holders of the issued shares of such class.</u></p>
27.	<p>Article 66 When a class meeting is convened by the Company, written notices of a class meeting convened by the company shall be dispatched in accordance with the notice period in relation to the convening of a general meeting under these Articles to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting.</p> <p>.....</p>	<p>Article 662 When a class meeting is convened by the Company, written notices of a class meeting convened by the company shall be dispatched in accordance with the notice period in relation to the convening of a generalshareholders’ meeting under these Articles <u>of Association</u> to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting.</p> <p>.....</p>
28.	<p>Article 68 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p>	<p>Article 684 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply in the following circumstances:</p>

No.	Original	Revised
	<p>(1) where the Company issues, upon approval by special resolution of its shareholders in general meeting, domestic shares and overseas listed foreign shares once every twelve months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares.</p> <p>(3) where the whole or part of shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges, subject to the approval of the securities authority of the State Council.</p>	<p>(1) where the Company issues, upon approval by special resolution of its shareholders in general<u>shareholders'</u> meeting, domestic shares and overseas listed foreign shares once every twelve months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares;</p> <p><u>or</u></p> <p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares.</p> <p>(3)<u>(2)</u> where the whole or part of shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges, subject to the approval of the securities authority of the State Council <u>subject to the filing with the CSRC.</u></p>
29.	<p>Article 70 For the authorization to the board of directors by the general meeting, if matters authorized are those that shall be adopted by the general meeting by means of general resolution as specified in the Articles of Association, they shall be adopted by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized are those that shall be adopted by the general meeting by means of special resolution as specified in the Articles of Association, they shall be adopted by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p>	<p>Article 70<u>66</u> For the authorization to the board of directors by the general<u>shareholders'</u> meeting, if matters authorized are those that shall be adopted by the general<u>shareholders'</u> meeting by means of general resolution as specified in the Articles of Association, they shall be adopted by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized are those that shall be adopted by the general<u>shareholders'</u> meeting by means of special resolution as specified in the Articles of Association, they shall be adopted by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p>

No.	Original	Revised
30.	<p>Article 72 Resolutions of the general meeting which violate laws or administrative regulations shall be deemed invalid. If the procedure of convening or the way of voting at the general meeting violate laws, administrative regulations or the Articles of Association, or the content of resolutions violate the Articles of Association, shareholders shall have the right to request the People's Court to revoke such resolutions within 60 days since the date it was resolved.</p>	<p>Article 72-68 Resolutions of the generalshareholders' meeting which violate laws or administrative regulations shall be deemed invalid. If the procedure of convening or the way of voting at the generalshareholders' meeting violate laws, administrative regulations or the Articles of Association, or the content of resolutions violate the Articles of Association, shareholders shall have the right to request the People's Court to revoke such resolutions within 60 days since the date it was resolved;, <u>unless there is only a slight defect in the procedure of convening or the method of voting at the shareholders' meetings of the Company, which has no substantive impact on the resolution.</u></p> <p><u>A shareholder who has not been notified to attend the shareholders' meetings may request the People's Court to revoke such resolution within 60 days from the date on which the shareholder knows or should know that the resolution has been made; if the right of revocation is not exercised within one year from the date on which the resolution is made, the right of revocation shall be extinguished.</u></p> <p><u>Resolutions of a shareholders' meeting of the Company shall not be established in any of the following circumstances: (1) the shareholders' meeting was not convened to make the resolution; (2) the resolution was not voted at a shareholders' meeting; (3) the number of attenders of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association; (4) the number of attenders in favour of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association.</u></p>

No.	Original	Revised
31.	/	<u>Article 69 Where a resolution of a shareholders' meeting of the Company is declared invalid, revoked or confirmed to be invalid by a People's Court, the Company shall apply to the company registration authority for revocation of the registration that has been processed pursuant to such resolution.</u>
32.	In view of the fact that the “general meeting” in the Company Law has been uniformly adjusted to “shareholders’ meeting”, all references to “general meeting” in the Rules of Procedures for the Shareholders’ Meetings shall be changed to “shareholders’ meeting”. This amendment applies uniformly throughout the entire text of the Rules of Procedures for the Shareholders’ Meetings and is not presented individually in this table.	

APPENDIX III: SPECIFIC PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD

No.	Original	Revised
1.	<p>Article 3 The Company shall have a board of directors which shall be accountable to the general meeting. The board of directors consists of 15 directors, including one chairman and five independent directors.</p>	<p>Article 3 The Company shall have a board of directors which shall be accountable to the general meeting. The board of directors consists of 15 directors, including one chairman and five independent directors.</p>
2.	<p>Article 4 The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <ul style="list-style-type: none"> (1) to convene and report its work to the general meeting; (2) to implement resolutions of the general meeting; (3) to decide on the business plans and investment plans of the Company; (4) to formulate the plans for annual financial budgets and final accounts of the Company; (5) to formulate the plans for profit distribution and making up losses of the Company; (6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company; (7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company; (8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the general meeting of the Company as prescribed by laws, administrative regulations, ministerial rules or the Articles of Association; 	<p>Article 4 The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <ul style="list-style-type: none"> (1) to convene and report its work to the general<u>shareholders'</u> meeting; (2) to implement resolutions of the general<u>shareholders'</u> meeting; (3) to decide on the <u>business direction, business plans, investment plans and investment proposals</u> investment plans of the Company; (4) to formulate <u>consider and approve</u> the plans for annual financial budgets and final accounts of the Company; (5) to formulate the plans for profit distribution and making up losses of the Company; (6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company; (7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company; (8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the general<u>shareholders'</u> meeting of the Company as prescribed by laws, administrative regulations, ministerial rules or the Articles of Association;

No.	Original	Revised
	<p>(9) to decide on the establishment of the internal management organization of the Company;</p> <p>(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president and financial officer of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;</p> <p>(11) to formulate the basic management system of the Company;</p> <p>(12) to prepare plans for amending the Articles of Association;</p> <p>(13) to manage information disclosure matters of the Company;</p> <p>(14) to propose to the general meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and the Articles of Association.</p>	<p>(9) to decide on the establishment of the internal management organization of the Company;</p> <p>(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president and financial officer <u>and general counsel</u> of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;</p> <p>(11) to formulate the basic management system of the Company;</p> <p>(12) to prepare plans for amending the Articles of Association;</p> <p>(13) to manage information disclosure matters of the Company;</p> <p>(14) to propose to the general<u>shareholders'</u> meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general<u>shareholders'</u> meetings and the Articles of Association.</p>
3.	<p>Article 11 Convener of the meeting</p> <p>The board meeting shall be convened by the chairman of the Board. When the chairman is unable to perform or fails to perform his duties, more than half of the directors shall jointly elect a director to convene and preside over the meeting.</p>	<p>Article 11 Convener of the meeting</p> <p>The board meeting shall be convened by the chairman of the Board. When the chairman is unable to perform or fails to perform his duties, more than half of the directors shall jointly elect a director to convene and preside over the meeting.</p>

No.	Original	Revised
4.	<p>Article 15 When the Company intends to convene regular board meeting or special board meeting, the secretary to the Board shall send notice of board meeting to all the directors, supervisors and presidents 14 days and 5 days respectively before the proposed date of a regular board meeting and a special board meeting.</p> <p>In case of an emergency, an extraordinary board meeting may be convened without adhering to the notice period and content requirements stipulated in these Articles. The meeting notice can be sent via email at any time and may be supplemented by a phone call. However, the convener must provide an explanation during the meeting. To avoid ambiguity, the notice for an extraordinary board meeting in an emergency situation must still include the items specified in Article 21 (1), (2), (4), and (5) of these Articles, as well as reasonably necessary information regarding the meeting's purpose and agenda.</p>	<p>Article 15 When the Company intends to convene regular board meeting or special board meeting, the secretary to the Board shall send notice of board meeting to all the directors, supervisors and presidents 14 days and 5 days respectively before the proposed date of a regular board meeting and a special board meeting.</p> <p>In case of an emergency, an extraordinary board meeting may be convened without adhering to the notice period and content requirements stipulated in these Articles. The meeting notice can be sent via email at any time and may be supplemented by a phone call. However, the convener must provide an explanation during the meeting. To avoid ambiguity, the notice for an extraordinary board meeting in an emergency situation must still include the items specified in Article 2116 (1), (2) and (4); and (5) of these Articles, as well as reasonably necessary information regarding the meeting's purpose and agenda.</p>
5.	<p>Article 16 The contents of the meeting notice generally include:</p> <ul style="list-style-type: none"> (1) the time, place, and duration of the meeting; (2) the convener of the meeting; (3) the method of convening the meeting; (4) the purpose and agenda of the meeting; (5) the contact person and contact information for the meeting; (6) the date of issuance of the notice. <p>Proposals and related explanatory materials to be reviewed at the board meeting shall be delivered to all directors and other participants together with the written meeting notice.</p>	<p>Article 16 The contents of the meeting notice generally include:</p> <ul style="list-style-type: none"> (1) the time, place, and duration <u>date and place</u> of the meeting; (2) the convener of the meeting; (3) the method of convening <u>duration of</u> the meeting; (4)3 the purpose and agenda of the meeting; (5) the contact person and contact information for the meeting; (6)4 the date of issuance of the notice-; <u>(5) The method of convening the meeting.</u> <p>Proposals and related explanatory materials to be reviewed at the board meeting shall be delivered to all directors and other participants together with the written meeting notice.</p>

No.	Original	Revised
6.	<p>Article 25 Board meetings shall, in principle, be held on-site. When necessary, and with the consent of the convener, an extraordinary board meeting may be held and resolutions made by written circulation, provided that directors can attend and fully express their opinions.</p> <p>.....</p>	<p>Article 25 Board meetings shall, in principle, be <u>convened and voted on-site or by electronic communication</u>. When necessary, and with the consent of the convener, an extraordinary board meeting may be held and resolutions made by written circulation, provided that directors can attend and fully express their opinions.</p> <p>.....</p>
7.	<p>Article 26 The following matters shall not be decided by written circulation:</p> <p>(1) formulating the Company's annual financial budget and final accounts;</p> <p>(2) formulating the Company's profit distribution plan and loss recovery plan;</p> <p>(3) formulating plans for increasing or decreasing the Company's registered capital, issuance of shares, bonds, or other securities, and listing plans;</p> <p>(4) drafting plans for major acquisitions, repurchasing the Company's shares, mergers, divisions, dissolutions, or changes in the Company's form;</p> <p>(5) other significant matters that the Board deems inappropriate for decision by written circulation.</p>	<p>Article 26 The following matters shall not be decided by written circulation:</p> <p>(1) formulating <u>consider and approve</u> the Company's annual financial budget and final accounts;</p> <p>(3) formulating the Company's profit distribution plan and loss recovery plan;</p> <p>(3) formulating plans for increasing or decreasing the Company's registered capital, issuance of shares, bonds, or other securities, and listing plans;</p> <p>(4) drafting plans for major acquisitions, repurchasing the Company's shares, mergers, divisions, dissolutions, or changes in the Company's form;</p> <p>(5) other significant matters that the Board deems inappropriate for decision by written circulation.</p>
8.	<p>Article 27 Board meetings shall be held only if more than half of the directors are present. The Secretary of the Board shall attend board meetings, the President shall attend board meetings, and Supervisors may attend board meetings. Depending on the needs of the work and the content of the meeting proposals, the convener may notify other relevant personnel to attend board meetings, but such attendees shall not participate in voting.</p>	<p>Article 27 Board meetings shall be held only if more than half of the directors are present. The Secretary of the Board shall attend board meetings, the President shall attend board meetings, and Supervisors may attend board meetings. Depending on the needs of the work and the content of the meeting proposals, the convener may notify other relevant personnel to attend board meetings, but such attendees shall not participate in voting.</p>
9.	<p>Article 28 Board meetings shall be presided by the Chairman. If the Chairman is unable to preside the meeting, the Chairman shall authorize another director in writing to chair the meeting.</p>	<p>Article 28 Board meetings shall be presided by the Chairman. If the Chairman is unable to preside the meeting, the Chairman shall authorize another director in writing to chair the meeting. <u>the meeting shall be presided over by a director elected by more than half of the directors.</u></p>

No.	Original	Revised
10.	<p>Article 33 Voting</p> <p>Voting at board meetings shall be conducted on a one-person-one-vote basis. In case of an equality of votes, the Chairman shall have the right to cast an additional vote. Voting shall be conducted by written ballot, unless otherwise specified in these Articles. directors' voting intentions shall be categorized as for, against and abstain. Votes that are unmarked, incorrectly marked, marked with more than one intention, or illegible, as well as votes not submitted, shall be deemed as abstentions. When meetings are held on-site, directors present shall complete their voting on proposals within a reasonable time determined by the chairman of the meeting. Failure to submit votes within the reasonable time shall be deemed as abstentions. For meetings attended via electronic communication, the provisions of Article 30 of these Articles shall apply.</p>	<p>Article 33 Voting</p> <p>Voting at board meetings shall be conducted on a one-person-one-vote basis. In case of an equality of votes, the Chairman shall have the right to cast an additional vote. Voting shall be conducted by written ballot, unless otherwise specified in these Articles. directors' voting intentions shall be categorized as for, against and abstain. Votes that are unmarked, incorrectly marked, marked with more than one intention, or illegible, as well as votes not submitted, shall be deemed as abstentions. When meetings are held on-site, directors present shall complete their voting on proposals within a reasonable time determined by the chairman of the meeting. Failure to submit votes within the reasonable time shall be deemed as abstentions. For meetings attended via electronic communication, the provisions of Article 3025 of these Articles shall apply.</p>
11.	<p>Article 34 Abstention from Voting</p> <p>When the directors has connected relationship with the enterprise involved in the resolution to be passed at the board meeting, he/she shall not vote in respect of such resolution and shall not vote on behalf of other directors. Such board meeting shall be held in the attendance of more than half of the directors without connected relationship. All resolutions to be passed at the general meeting shall be passed by a majority of the directors without connected relationship. If number of the directors without connected relationship attending the meeting is less than 3, such matter shall be resolved at the general meeting.</p>	<p>Article 34 Abstention from Voting</p> <p>When the directors has connected relationship with the enterprise <u>or individual</u> involved in the resolution to be passed at the board meeting, <u>the Director shall promptly report in writing to the board of directors.</u> He/she shall not vote in respect of such resolution and shall not vote on behalf of other directors. Such board meeting shall be held in the attendance of more than half of the directors without connected relationship. All resolutions to be passed at the general<u>shareholders'</u> meeting shall be passed by a majority of the directors without connected relationship. If number of the directors without connected relationship attending the meeting is less than 3, such matter shall be resolved at the general<u>shareholders'</u> meeting.</p>

No.	Original	Revised
12.	<p>Article 36 Postponement of voting</p> <p>If more than half of the attending directors consider the proposal unclear, unspecific, or lacking sufficient materials to make a judgment, the chairman of the meeting shall require the proposal to be postponed for review and voting. If the chairman of the meeting believes that there is a significant disagreement among the attending directors on the proposal, which concerns the major interests of the Company and is difficult to decide, the chairman may decide to postpone the review and voting on the proposal.</p>	<p>Article 36 Postponement of voting</p> <p>If more than half of the attending directors consider the proposal unclear, unspecific, or lacking sufficient materials to make a judgment, the chairman of the meeting shall require the proposal to be postponed for review and voting. If the chairman of the meeting believes that there is a significant disagreement among the attending directors on the proposal, which concerns the major interests of the Company and is difficult to decide, the chairman may decide to postpone the review and voting on the proposal.</p>
13.	<p>Article 37 Counting of votes</p> <p>For on-site meetings, the chairman of meeting shall designate a vote counter and a vote supervisor before the meeting. The chairman of meeting shall announce the voting results on the spot. For meetings held and resolutions made by written circulation, valid votes received by fax or email within the deadline specified in the meeting notice and within two days after a written reminder from the board office as per Article 30 of these Articles shall be considered. The counting of votes shall refer to the provisions of Article 38. Votes cast by directors after the announcement of the voting results by the chairman of meeting or after the end of the specified voting period shall not be counted.</p>	<p>Article 37 Counting of votes</p> <p>For on-site meetings, the chairman of meeting shall designate a vote counter and a vote supervisor before the meeting. The chairman of meeting shall announce the voting results on the spot. For meetings held and resolutions made by written circulation, valid votes received by fax or email within the deadline specified in the meeting notice and within two days after a written reminder from the board office as per Article 3025 of these Articles shall be considered. The counting of votes shall refer to the provisions of Article 3833. Votes cast by directors after the announcement of the voting results by the chairman of meeting or after the end of the specified voting period shall not be counted.</p>
14.	<p>Article 38 Board resolutions</p> <p>Board resolutions are divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be passed by a majority of all directors. Special resolutions shall be passed by at least two-thirds of all directors.</p>	<p>Article 38 Board resolutions</p> <p>Board resolutions are divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be passed by a majority more than half of all directors. Special resolutions shall be passed by at least two-thirds of all directors.</p>
15.	<p>Article 39 Ordinary resolutions</p> <p>The following matters shall be passed by ordinary resolutions of the Board:</p> <ul style="list-style-type: none"> (1) convening the general meeting and reporting to the general meeting; (2) implementing the resolutions of the general meeting; (3) deciding on the Company's business plans and investment proposals; 	<p>Article 39 Ordinary resolutions</p> <p>The following matters shall be passed by ordinary resolutions of the Board:</p> <ul style="list-style-type: none"> (1) convening the generalshareholders' meeting and reporting to the generalshareholders' meeting; (2) implementing the resolutions of the generalshareholders' meeting; (3) deciding on the Company's business direction, business plans, investment plans and investment proposals business plans and investment proposals;

No.	Original	Revised
	<p>(4) formulating the Company's annual financial budget and final accounts;</p> <p>(5) formulating the Company's profit distribution plan and loss recovery plan;</p> <p>(6) deciding on the Company's external investments, acquisition and sale of assets, asset mortgages, external guarantees, bank credit, entrusted financial management, and related transactions, except where laws, administrative regulations, departmental rules, or the Company's Articles of Association clearly stipulate that such matters shall be approved by the general meeting;</p> <p>(7) deciding on the establishment of the Company's internal management structure;</p> <p>(8) appointing or dismissing the Company's president and secretary of the board; appointing or dismissing the Company's vice presidents, financial officer, and other senior management personnel based on the president's nomination, and deciding on their remuneration and rewards and punishments;</p> <p>(9) formulating the Company's basic management system;</p> <p>(10) managing the Company's information disclosure matters;</p> <p>(11) proposing to the general meeting the appointment or replacement of the accounting firm providing annual financial statement audit services for the Company and deciding on its audit fees;</p> <p>(12) hearing the president's work report and inspecting the president's work;</p> <p>(13) deciding on the establishment of special committees of the Board and their members;</p> <p>(14) other powers stipulated by laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association, as well as those granted by the general meeting.</p>	<p>(4) consider and approveformulating the Company's annual financial budget and final accounts;</p> <p>(5) formulating the Company's profit distribution plan and loss recovery plan;</p> <p>(6) deciding on the Company's external investments, acquisition and sale of assets, asset mortgages, external guarantees, bank credit, entrusted financial management, and related transactions, except where laws, administrative regulations, departmental rules, or the Articles of Association clearly stipulate that such matters shall be approved by the generalshareholders' meeting of shareholders;</p> <p>(7) deciding on the establishment of the Company's internal management structure;</p> <p>(8) appointing or dismissing the Company's president and secretary of the board; appointing or dismissing the Company's vice presidents, financial officer, general counsel and other senior management personnel based on the president's nomination, and deciding on their remuneration and rewards and punishments;</p> <p>(9) formulating the Company's basic management system;</p> <p>(10) managing the Company's information disclosure matters;</p> <p>(11) proposing to the generalshareholders' meeting the appointment or replacement of the accounting firm providing annual financial statement audit services for the Company and deciding on its audit fees;</p> <p>(12) hearing the president's work report and inspecting the president's work;</p> <p>(13) deciding on the establishment of special committees of the Board and their members;</p> <p>(14) other powers stipulated by laws, regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association, as well as those granted by the generalshareholders' meeting.</p>

No.	Original	Revised
16.	<p>Article 40 Special resolutions</p> <p>The following matters shall be passed by special resolutions of the Board:</p> <p>(1) formulating plans for increasing or decreasing the Company’s registered capital, issuance of shares, bonds, or other securities, and listing plans;</p> <p>(2) drafting plans for major acquisitions, repurchasing the Company’s shares, mergers, divisions, dissolutions, or changes in the Company’s form;</p> <p>(3) formulating plans for amendments to the Articles of Association.</p>	<p>Article 40 Special resolutions</p> <p>The following matters shall be passed by special resolutions of the Board:</p> <p>(1) formulating plans for increasing or decreasing the Company’s registered capital, issuance of shares, bonds, or other securities, and listing plans;</p> <p>(2) drafting plans for major acquisitions, repurchasing the Company’s shares, mergers, divisions, dissolutions, or changes in the Company’s form;</p> <p>(3) formulating plans for amendments to the Articles of Association.;</p> <p><u>(4) other matters required by laws, administrative regulations or the Articles of Association.</u></p>
17.	<p>Article 44 Minutes</p> <p>The Board shall record the decisions made at on-site meetings. The minutes of the board meetings shall include the following:</p> <p>(1) the session and the time, venue and manner of convening the meeting;</p> <p>(2) the names of the convener and the chair, the names of attendees and invitees, and the status of proxies;</p> <p>(3) the agenda and proposals of the meeting;</p> <p>(4) key points of directors’ speeches;</p> <p>(5) the voting method and results for each proposal (the results should indicate the number of votes for, against, or abstain);</p> <p>(6) the names of the vote counter and vote supervisor;</p> <p>(7) other matters that the attending directors consider necessary to record;</p> <p>(8) the name of the recorder.</p>	<p>Article 44 Minutes</p> <p>The Board shall record the decisions made at on-site meetings. The minutes of the board meetings shall include the following:</p> <p>(1) the session and the time, venue and manner <u>date, place and name of the convener</u> of the meeting;</p> <p>(2) <u>the name of directors present at the meeting and the name of directors (proxies) present at the meeting on behalf of others</u> the names of the convener and the chair, the names of attendees and invitees, and the status of proxies;</p> <p>(3) the agenda and proposals of the meeting;</p> <p>(4) key points of directors’ speeches;</p> <p>(5) <u>the voting method and results of each matter of resolution (the voting results shall state the number of votes for, against or abstain)</u> the voting method and results for each proposal (the results should indicate the number of votes for, against, or abstain);</p> <p>(6) the names of the vote counter and vote supervisor;</p> <p>(7) other matters that the attending directors consider necessary to record;</p> <p>(8) the name of the recorder.</p>

No.	Original	Revised
18.	<p>Article 49 Resolutions of the board meetings which violate laws or administrative regulations shall be deemed invalid. If the procedure of convening or the way of voting at the board meeting violate laws, administrative regulations or the Articles of Association, or the content of resolutions violates the Articles of Association, shareholders shall have the right to request the People’s Court to revoke such resolutions within 60 days since the date it was resolved.</p>	<p>Article 49 Resolutions of the board meetings which violate laws or administrative regulations shall be deemed invalid. If the procedure of convening or the way of voting at the board meeting violate laws, administrative regulations or the Articles of Association, or the content of resolutions violates the Articles of Association, shareholders shall have the right to request the People’s Court to revoke such resolutions within 60 days since the date it was resolved-, <u>unless there is only a slight defect in the procedure of convening or the method of voting at the board meetings of the Company, which has no substantive impact on the resolution.</u> <u>A board resolution shall not be established in any of the following circumstances:</u> <u>(1) the board meeting was not convened to make the resolution;</u> <u>(2) the resolution was not voted at the board meeting;</u> <u>(3) the number of attenders of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association;</u> <u>(4) the number of attenders in favour of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association.</u></p>
19.	/	<p>Article 50 Where a board resolution is declared <u>invalid, revoked, or unestablished by the People’s Court, the Company shall apply to the company registration authority for revocation of the registration that has been processed pursuant to such resolution.</u></p>
20.	<p>In view of the fact that the “general meeting” in the Company Law has been uniformly adjusted to “shareholders’ meeting”, all references to “general meeting” in the Rules of Procedures for the Board Meetings shall be changed to “shareholders’ meeting”. This amendment applies uniformly throughout the entire text of the Rules of Procedures for the Board Meetings and is not presented individually in this table.</p>	