

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



**Jiangsu Recbio Technology Co., Ltd.**

**江蘇瑞科生物技術股份有限公司**

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

**(Stock Code: 2179)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made by Jiangsu Recbio Technology Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

Pursuant to the Company Law of the People's Republic of China, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the regulatory rules of the China Securities Regulatory Commission, the Stock Exchange and other relevant laws, regulations, regulatory documents and the Articles of Association of Jiangsu Recbio Technology Co., Ltd. (the “**Articles of Association**”), and in light of the Guidelines on Articles of Association of Listed Companies, the Company proposes to make certain amendments to the Articles of Association. For details of the amendments, please refer to the appendix.

The above proposed amendments to the Articles of Association have been considered and approved by the board of directors of the Company and are subject to the consideration and approval by way of special resolution at the 2023 first extraordinary general meeting, the 2023 first class meeting for holders of domestic shares and unlisted foreign shares and the 2023 first H share class meeting of the Company.

A circular containing, among other things, proposed amendments to the Articles of Association and a notice convening the general meetings will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Jiangsu Recbio Technology Co., Ltd.**  
**Dr. Liu Yong**  
Chairman

Jiangsu Province, the PRC, August 25, 2023

*As at the date of this announcement, the Board comprises Dr. Liu Yong as the chairman of the Board and an executive director, Dr. Chen Jianping, Mr. Li Bu and Ms. Chen Qingqing as executive directors, Dr. Hong Kunxue, Dr. Zhou Hongbin, Mr. Zhang Jiaxin and Mr. Hu Houwei as non-executive directors, and Mr. Liang Guodong, Dr. Xia Lijun, Professor Gao Feng and Professor Yuen Ming Fai as independent non-executive directors.*

## Comparison Table of the Amendments to the Articles of Association

Article No.	Before amendment	After amendment
Article 1	<p>In order to regulate the organization and behaviors of Jiangsu Recbio Technology Co., Ltd. (the “<b>Company</b>”), and maintain the legitimate rights and interests of its shareholders and creditors, the Articles of Association has been hereby formulated in accordance with Chinese laws, administrative regulations and departmental rules (the “<b>laws and regulations</b>”), including the Company Law of the People’s Republic of China (the “<b>Company Law</b>”), the Special Provisions of the State Council Concerning the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “<b>Special Provisions</b>”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (the “<b>Mandatory Provisions</b>”), the Letter on Opinions on Supplementary Amendments to the Articles of Association of Companies Going Listed in Hong Kong, the Opinions to Further Promote the Standard Operation and Deepening Reform of Overseas Listed Companies, the Reply of State Council Approving the Adjustment to the Term of Notice and Other Matters of General Meeting of Overseas Listed Companies, and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”).</p>	<p>In order to regulate the organization and behaviors of Jiangsu Recbio Technology Co., Ltd. (the “<b>Company</b>”), and maintain the legitimate rights and interests of its shareholders and creditors, the Articles of Association has been hereby formulated in accordance with Chinese laws, administrative regulations and departmental rules (the “<b>laws and regulations</b>”), including the Company Law of the People’s Republic of China (the “<b>Company Law</b>”), <del>the Special Provisions of the State Council Concerning the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “<b>Special Provisions</b>”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (the “<b>Mandatory Provisions</b>”), the Letter on Opinions on Supplementary Amendments to the Articles of Association of Companies Going Listed in Hong Kong, the Opinions to Further Promote the Standard Operation and Deepening Reform of Overseas Listed Companies, the Reply of State Council Approving the Adjustment to the Term of Notice and Other Matters of General Meeting of Overseas Listed Companies, and the</del> <u>Securities Law of the People’s Republic of China (the “<b>Securities Law</b>”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”) and the Guidelines on Articles of Association of Listed Companies.</u></p>
Article 2	<p>The Company is a joint stock limited company established under the Company Law, the Special Provisions and other national laws, regulations and normative documents.</p> <p>...</p>	<p>The Company is a joint stock limited company established under the Company Law, <del>the Special Provisions</del> and other national laws, regulations and normative documents.</p> <p>...</p>

Article No.	Before amendment	After amendment
Article 9	<p>All registered capital of the Company is divided into equal shares, and any shareholder shall be liable to the Company in proportion to its shares subscribed, while the Company shall be liable for all the corporate debts to the extent of total assets. The Company may invest in other limited liability companies or joint stock limited companies, and shall be liable to such invested companies to the extent of its investment amount, provided that the Company shall not be a contributor individually and jointly liable for the debts of the invested companies, unless otherwise specified by laws or regulations.</p>	<p>All registered capital of the Company is divided into equal shares, and any shareholder shall be liable to the Company in proportion to its shares subscribed, while the Company shall be liable for all the corporate debts to the extent of total assets. <u>Within the permission of laws and regulations, the</u><del>The</del> Company may invest in other <del>enterprises</del><u>limited liability companies or joint stock limited companies</u>, and shall be liable to such invested <del>enterprises</del><u>companies</u> to the extent of its investment amount, provided that the Company shall not be a contributor individually and jointly liable for the debts of the invested companies, unless otherwise specified by laws or regulations.</p>
Article 10	<p>The Articles of Association are the code of conduct of the Company, to take effect from the date of the listing of overseas listed foreign shares issued by the Company on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”), upon adoption by a special resolution at the general meeting of the Company. The original Articles of Association and its modifications will be invalidated accordingly. Since the effective date, the Articles of Association shall constitute a document with the legal binding force governing the organization and conducts of the Company, the right-obligation relationship between the Company and its shareholders, and between the shareholders, with binding effects on the Company, its shareholders, directors, supervisors and senior management.</p> <p>Pursuant to the Articles of Association, a shareholder hereunder may take a legal action against another shareholder, or against a director, supervisor, general manager or other senior management of the Company, or against the Company, while the Company may take a legal action against a shareholder, director, supervisor, general manager or other senior management of the Company.</p> <p>The foregoing legal action may include filing a lawsuit to a court or submitting an application for an arbitration to an arbitration tribunal.</p>	<p><del>The Articles of Association are the code of conduct of the Company, to take effect from the date of the listing of overseas listed foreign shares issued by the Company on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”), upon adoption by a special resolution at the general meeting of the Company. The original Articles of Association and its modifications will be invalidated accordingly.</del> Since the effective date, the Articles of Association shall constitute a document with the legal binding force governing the organization and conducts of the Company, the right-obligation relationship between the Company and its shareholders, and between the shareholders, with binding effects on the Company, its shareholders, directors, supervisors and senior management.</p> <p>Pursuant to the Articles of Association, a shareholder hereunder may take a legal action against another shareholder, or against a director, supervisor, general manager or other senior management of the Company, or against the Company, while the Company may take a legal action against a shareholder, director, supervisor, general manager or other senior management of the Company.</p> <p>The foregoing legal action may include filing a lawsuit to a court or submitting an application for an arbitration to an arbitration tribunal.</p>

Article No.	Before amendment	After amendment
Article 14	The shares of the Company shall be issued in the form of shares certificates. The Company shall issue ordinary shares at any time, and when necessary, may issue other class of shares, with approval from competent authorities authorized by the State Council.	The shares of the Company shall be issued in the form of shares certificates. The Company shall issue ordinary shares at any time, and when necessary, may issue other class of shares, <del>with approval from competent authorities authorized by the State Council</del> <u>subject to the laws, regulations and requirements of the securities regulatory authorities.</u>
Article 15	The Company shall issue shares in an open, equal and fair manner, and every share of the same class shall have the same rights.  All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; the same price shall be paid for each share subscribed for by any entities or individuals.	The Company shall issue shares in an <del>open</del> , equal and fair manner, and every share of the same class shall have the same rights.  All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; the same price shall be paid for each share subscribed for by any entities or individuals.
Article 16	All the shares issued by the Company shall have a nominal value, with each share having a nominal value of RMB1.00.	All the shares issued by the Company shall <u>indicate the nominal value in RMB</u> <del>have a nominal value, with each share having a nominal value of RMB1.00.</del>
Article 17	With approval by securities regulatory authorities by the State Council, the Company may issue shares to both domestic and overseas investors.  ...	<del>With approval by securities regulatory authorities by the State Council;</del> <u>Subject to the laws, regulations and requirements of the securities regulatory authorities,</u> the Company may issue shares to both domestic and overseas investors.  ...

Article No.	Before amendment	After amendment
Article 18	<p>The Company issues RMB-denominated shares to domestic investors and other eligible investors, which are called “domestic shares”. The Company issues foreign currency-denominated shares to overseas investors, which are called “foreign shares”. The foreign shares listed overseas are called overseas listed foreign shares, where those listed on the Hong Kong Stock Exchange are called H shares. H shares refer to the shares listed on the Hong Kong Stock Exchange upon approval, denominated in RMB, but subscribed and traded in HKD.</p> <p>...</p> <p>The shares issued by the Company but not listed at any domestic or overseas stock exchange are called the unlisted shares. After the overseas shares of the Company are issued and listed and upon the approval from the securities regulatory authorities of the State Council, the shareholders of the Company can transfer all or part of their unlisted shares to overseas investors and list them on the overseas stock exchange for trading. All or part of the unlisted shares can be converted into overseas listed foreign shares. The listing and trading of the aforesaid shares transferred or converted at an overseas stock exchange shall also comply with the regulatory procedures, provisions and requirements of the overseas stock market. The listing and trading of the above shares at an overseas stock exchange or the conversion of unlisted shares into overseas listed foreign shares require no holding of general meeting or class general meeting and voting. Upon conversion of unlisted shares into overseas listed foreign shares, the shares shall be regarded as the same class of shares as the original overseas listed foreign shares.</p>	<p>The Company issues RMB-denominated shares to domestic investors and other eligible investors, which are called “domestic shares”. The Company issues foreign currency-denominated shares to overseas investors, which are called “foreign shares”. The foreign shares listed overseas are called overseas listed foreign shares, where those listed on <u>The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”)</u> are called H shares. H shares refer to the shares listed on the Hong Kong Stock Exchange upon approval, denominated in RMB, but subscribed and traded in <del>HKD</del><u>foreign currency</u>.</p> <p>...</p> <p>The shares issued by the Company but not listed at any domestic or overseas stock exchange are called the unlisted shares. After the overseas shares of the Company are issued and listed and <del>upon the approval from the securities regulatory authorities of the State Council, the shareholders of the Company can transfer all or part of their unlisted shares to overseas investors and list them on the overseas stock exchange for trading.</del> <u>subject to the laws, regulations and requirements of the securities regulatory authorities, all</u><del>or part of the unlisted shares can be converted into overseas listed foreign shares. The listing and trading of the aforesaid shares transferred or converted at an overseas stock exchange shall also comply with the regulatory procedures, provisions and requirements of the overseas stock market. The listing and trading of the above shares at an overseas stock exchange or the conversion of unlisted shares into overseas listed foreign shares require no holding of general meeting or class general meeting and voting. Upon conversion of unlisted shares into overseas listed foreign shares, the shares shall be regarded as the same class of shares as the original overseas listed foreign shares.</del></p>

Article No.	Before amendment	After amendment
		<p>The Company has been approved by the China Securities Regulatory Commission (the “CSRC”) on October 9, 2021 to issue no more than 91,712,500 overseas-listed foreign shares and convert 58,927,120 unlisted foreign shares into overseas-listed foreign shares. The Company’s 30,854,500 H shares were listed on the Hong Kong Stock Exchange on March 31, 2022 (another 3,858,500 over-allotment H shares were issued on April 27, 2022).</p>
Article 20	<p>Upon completion of the issuance of overseas listed foreign shares (including partial exercise of the over-allotment option), the Company has the registered capital of RMB482,963,000, divided into a total of 482,963,000 shares, including 377,322,880 domestic shares, accounting for 78.14% of registered capital; and 105,640,120 foreign shares, accounting for 21.86% of registered capital; and 93,640,120 H shares, accounting for 19.39% of registered capital; and the foregoing shares are all ordinary shares.</p>	<p><del>Upon completion of the issuance of overseas listed foreign shares (including partial exercise of the over-allotment option), the</del>The Company has the registered capital of RMB482,963,000, divided into a total of 482,963,000 shares, including 377,322,880 domestic shares, accounting for 78.14% of registered capital; and 105,640,120 foreign shares, accounting for 21.86% of registered capital; and 93,640,120 H shares, accounting for 19.39% of registered capital; and the foregoing shares are all ordinary shares.</p>
Deletion	<p>Upon the Company’s plan for issuing overseas listed foreign shares and domestic shares being approved by the securities regulatory authorities by the State Council, the Board of Directors may arrange for implementation of such plans by separate issues.</p> <p>The Company may separately implement its plan for issuing the overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by securities regulatory authorities by the State Council, unless otherwise provided by the securities regulatory authorities.</p>	

Article No.	Before amendment	After amendment
Deletion	Where the Company issues overseas listed foreign shares and domestic shares respectively within the total number of shares specified in the issue plan, the respective shares shall be fully subscribed for in one go. Where it is impossible for respective shares to be fully subscribed for in one go under exceptional circumstances, the shares may be issued in several traches subject to the approval of the securities regulatory authorities by the State Council.	
Article 21	<p>The Company may, based on demand for corporate operation and development and in accordance with relevant laws and regulations, increase its registered capital by any of the following means upon resolutions being adopted by the general meetings:</p> <p>(1) Public offering of shares;</p> <p>(2) Non-public offering of shares;</p> <p>(3) Placing shares to its existing shareholders;</p> <p>(4) Distributing bonus shares to its existing shareholders;</p> <p>(5) Capitalizing its capital common reserve;</p> <p>(6) Other means permitted by laws and regulations, or approved by competent authorities.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated in relevant laws and regulations.</p>	<p>The Company may, based on demand for corporate operation and development and in accordance with relevant laws and regulations, increase its registered capital by any of the following means upon resolutions being adopted by the general meetings:</p> <p>(1) Public offering of shares;</p> <p>(2) Non-public offering of shares;</p> <p><del>(3) Placing shares to its existing shareholders;</del></p> <p><del>(4)</del> Distributing bonus shares to its existing shareholders;</p> <p><del>(5)</del> Capitalizing its capital common reserve;</p> <p><del>(6)</del> Other means permitted by laws and regulations, or approved by competent authorities.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated in relevant laws, <del>and</del> regulations <u>and governing rules of the places where the shares are listed.</u></p>
Article 23	<p>The Company may repurchase its shares in accordance with provisions of relevant laws, regulations, rules of the Hong Kong Stock Exchange and the Articles of Association, in any of the following events:</p> <p>...</p>	<p>The Company may repurchase its shares in accordance with provisions of relevant laws, regulations, <del>rules of the Hong Kong Stock Exchange</del> <u>governing rules of the places where the shares are listed</u> and the Articles of Association, in any of the following events:</p> <p>...</p>



Article No.	Before amendment	After amendment
Deletion	<p>The Company may repurchase its shares at the requirements of relevant laws or regulations or with approval of competent authorities, by any of the following means:</p> <p>(1) Repurchase offers in the same proportion to entire shareholders;</p> <p>(2) Repurchase through public trading at a stock exchange;</p> <p>(3) Repurchase by agreement outside of a stock exchange;</p> <p>(4) Other means permitted by laws, regulations or relevant authorities.</p>	
Deletion	<p>Any repurchase by agreement outside of a stock exchange shall be approved by the general meeting under the Articles of Association. With prior approval in the same manner from the general meeting, the Company may cancel or modify the aforesaid agreement, or waive any rights thereunder.</p> <p>The aforesaid repurchase agreement referred to in the preceding paragraph shall include but not limited to any agreement to undertake the obligations and acquire the rights underlying the repurchased shares.</p> <p>The Company shall not transfer an agreement for repurchasing its own shares or any of its right thereunder.</p> <p>With regard to the redeemable shares that the Company has the right to redeem, if they are not repurchased by tendering or not through the market, the purchase prices of these shares shall not exceed a maximum price; in case of repurchase by tendering, such tenders shall be available and proposed to entire shareholders indiscriminately.</p>	



Article No.	Before amendment	After amendment
Article 25	<p>Any repurchase of shares of the Company under Article 24 (1) or (2) hereof shall be approved by the general meeting; any repurchase under Article 24 (3), (5) or (6) hereof shall be implemented after being approved by a resolution of the Board meeting attended by more than two thirds of directors.</p> <p>Upon any repurchase under Article 24 (1), the repurchased shares of the Company shall be deregistered within ten (10) days from the date of repurchase; upon any repurchase under Article 24 (2) or (4), such shares shall be transferred or deregistered within six (6) months from repurchase; upon any repurchase under Article 24 (3), (5) or (6), such shares shall be transferred or deregistered within three (3) years from the repurchase, provided that shares of the Company held by the Company in total shall not exceed 10% of the shares issued by the Company in total.</p> <p>...</p>	<p>Any repurchase of shares of the Company under Article <del>2324</del> (1) or (2) hereof shall be approved by the general meeting; any repurchase under Article <del>2324</del> (3), (5) or (6) hereof shall be implemented after being approved by a resolution of the Board meeting attended by more than two thirds of directors.</p> <p>Upon any repurchase under Article <del>2324</del> (1), the repurchased shares of the Company shall be deregistered within ten (10) days from the date of repurchase; upon any repurchase under Article <del>2324</del> (2) or (4), such shares shall be transferred or deregistered within six (6) months from repurchase; upon any repurchase under Article <del>2324</del> (3), (5) or (6), such shares shall be transferred or deregistered within three (3) years from the repurchase, provided that shares of the Company held by the Company in total shall not exceed 10% of the shares issued by the Company in total.</p> <p>...</p>
Article 26	<p>After the shares required deregistration are repurchased by the Company pursuant to the laws, the Company shall deregister the repurchased shares within the period prescribed by relevant laws or regulations, and shall apply for change of registered capital to the original company registration authorities for registration.</p> <p>The total nominal value of deregistered shares of the Company shall be deducted from the registered capital of the Company.</p>	<p>After the shares required deregistration are repurchased by the Company pursuant to the laws, the Company shall deregister the repurchased shares within the period prescribed by relevant laws or regulations, and shall apply for change of registered capital to the original company registration authorities for registration.</p> <p><del>The total nominal value of deregistered shares of the Company shall be deducted from the registered capital of the Company.</del></p>

Article No.	Before amendment	After amendment
Deletion	<p>Unless the Company is undergoing the liquidation process, any repurchase of outstanding shares of the Company shall comply with the following requirements:</p> <p>(1) In case of shares repurchased at nominal value, the amount thereof shall be deducted from the book balance of distributable profits and/or the proceeds of a new issue of shares made for the repurchase of shares;</p> <p>(2) In case of shares repurchased at a price higher than nominal value, the portion corresponding to the nominal value shall be deducted from the book balance of distributable profits and/or the proceeds of a new issue made for the repurchase of shares, while the portion in excess of the nominal value shall be:</p> <p>a. Deducted from the book balance of distributable profits, if the repurchased shares were issued at nominal value; or</p> <p>b. Deducted from the book balance of distributable profits and/or from the proceeds of a new issue made for the repurchase of shares, if the repurchased shares were issued at a price higher than nominal value; provided that the amount of deduction from the proceeds of new issue of shares shall not exceed the total amount of premium received by the Company at the time of the shares repurchased, or exceed the amount of premium account (or capital common reserve account) of the Company at the time of repurchase (including the amount of premium on the new issue of shares);</p>	

Article No.	Before amendment	After amendment
	<p>(3) The expenses for the following purposes shall be charged to the distributable profits of the Company:</p> <p>a. Obtaining the acquisition right to repurchase shares of the Company;</p> <p>b. Modifying the share repurchase agreement of the Company;</p> <p>c. Releasing of any of the Company's obligations under the repurchase agreement for repurchasing its shares.</p> <p>(4) After the total nominal value of the deregistered shares has been deducted from the registered capital of the Company in accordance with the relevant requirements, the amount of consideration to repurchase the nominal value of shares deducted from the distributable profits shall be recognized in the premium account (or capital common reserve account) of the Company. If there is any other provision for the accounting treatment of the aforementioned shares repurchase under relevant laws, regulations or other normative documents, as well as the rules of securities commission and stock exchange of the listing place, such provisions shall prevail.</p>	
Article 27	<p>Shares of the Company may be transferred at freedom, without any liens in accordance with laws, unless otherwise specified by laws, regulations, provisions of the securities regulatory authorities in the places where the shares of the Company are listed or stock exchange rules.</p> <p>The transfer of H shares shall be registered by the Hong Kong local share registrar appointed by the Company.</p>	<p><del>Shares of the Company may be transferred at freedom, without any liens in accordance with laws, unless otherwise specified by laws, regulations, provisions of the securities regulatory authorities in the places where the shares of the Company are listed or stock exchange rules.</del></p> <p><del>The transfer of H shares shall be registered by the Hong Kong local share registrar appointed by the Company.</del></p>

Article No.	Before amendment	After amendment
Article 29	<p>The shares of the Company held by subscribers shall not be transferred within one (1) year from the date of incorporation of the Company.</p> <p>Any director, supervisor or senior management of the Company shall report his or her shareholding and any change thereof, the number of shares transferred by him or her every year shall not exceed 25% of the total number of Company shares held by him or her during his or her terms of office; shares of the Company held by him or her shall not be transferred within one (1) year from the date of the listing of shares of the Company on a stock exchange. Any director, supervisor or senior management of the Company shall not transfer any shares of the Company held by him or her within half a year after he or she terminates service with the Company.</p> <p>If there are any other provisions for the restrictions on the transfer of shares under the laws, regulations or the securities regulatory authorities and stock exchange of the places where the shares of the Company are listed, such provisions shall prevail.</p>	<p>The shares of the Company held by subscribers shall not be transferred within one (1) year from the date of incorporation of the Company. <u>The shares issued before the Company’s public offering of shares shall not be transferred within one year from the date when the Company’s shares are listed and traded on the stock exchange.</u></p> <p>Any director, supervisor or senior management of the Company shall report his or her shareholding and any change thereof, the number of shares transferred by him or her every year shall not exceed 25% of the total number of Company shares held by him or her during his or her terms of office; shares of the Company held by him or her shall not be transferred within one (1) year from the date of the listing of shares of the Company on a stock exchange. Any director, supervisor or senior management of the Company shall not transfer any shares of the Company held by him or her within half a year after he or she terminates service with the Company.</p> <p>If there are any other provisions for the restrictions on the transfer of shares under the laws, regulations or <del>governing rules of the place</del><u>the securities regulatory authorities and stock exchange of the places</u> where the shares of the Company are listed, such provisions shall prevail.</p>
Article 31	<p>All transfers of overseas listed foreign shares listed in Hong Kong shall be accompanied with a written transfer instrument in ordinary or common format or in the format acceptable to the Board of Directors (including the standard transfer form specified by the Hong Kong Stock Exchange from time to time); the written transfer instrument may be signed by hand or affixed with the effective corporate seal (if the transferor or the transferee is a corporate entity). If the transferor or the transferee is a recognized clearing house defined under the Hong Kong laws effective from time to time (the “<b>recognized clearing house</b>”) or its agent, the transfer form may be signed by hand or in machine-imprinted format. All transfer instruments shall be archived at the legal address of the Company or other address designated by the Board of Directors from time to time.</p>	<p>All transfers of overseas listed foreign shares listed in Hong Kong shall be accompanied with a written transfer instrument in ordinary or common format or in the format acceptable to the Board of Directors (including the standard transfer form specified by the Hong Kong Stock Exchange from time to time); the written transfer instrument may be signed by hand or affixed with the effective corporate seal (if the transferor or the transferee is a corporate entity). If the transferor or the transferee is a recognized clearing house defined under the Hong Kong laws effective from time to time (the “<b>recognized clearing house</b>”) or its agent, the transfer form may be signed by hand or in machine-imprinted format. All transfer instruments shall be archived at the legal address of the Company or other address designated by the Board of Directors from time to time. <u>If laws, regulations and the securities regulatory authority of the place where the Company’s shares are listed provide that other methods may be adopted, the Company may also adopt other methods.</u></p>

Article No.	Before amendment	After amendment
Article 32	<p>The share certificates of the Company shall be in registered form. In addition to the particulars provided in the Company Law, the share certificates of the Company shall contain other particulars required by the stock exchange on which the shares of the Company are listed.</p> <p>Foreign shares issued by the Company may take the form of overseas depositary certificates or other derivatives of share certificates according to local laws and securities registration and depository practice of the places where the shares of the Company are listed.</p> <p>If the share capital of the Company includes shares without voting rights, such shares shall be worded “without voting rights”. If the share capital includes shares with different voting rights, each class of shares (except for shares with the most favorable voting rights) shall be worded “restricted voting rights” or “limited voting rights”.</p>	<p>The share certificates of the Company shall be in registered form. In addition to the particulars provided in the Company Law, the share certificates of the Company shall contain other particulars required by the stock exchange on which the shares of the Company are listed.</p> <p>Foreign shares issued by the Company may take the form of overseas depositary certificates or other derivatives of share certificates according to local laws and securities registration and depository practice of the places where the shares of the Company are listed.</p> <p>If the share capital of the Company includes shares without voting rights, such shares shall be worded “without voting rights”. <del>If the share capital includes shares with different voting rights, each class of shares (except for shares with the most favorable voting rights) shall be worded “restricted voting rights” or “limited voting rights”.</del></p>
Article 33	<p>Share certificates shall be signed by legal representative of the Company. Where the signatures of other senior management of the Company are required by the stock exchange in the places where shares of the Company are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become effective after the Company seal is affixed thereto or imprinted thereon. The affixing of the Company seal on the share certificates shall be authorized by the Board of Directors. The signature of legal representative or other senior management on the share certificates may also be in printed form on the share certificates. In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities or the stock exchange in the places where the shares of the Company are listed shall apply.</p>	<p><del>Share certificates shall be signed by legal representative of the Company. Where the signatures of other senior management of the Company are required by the stock exchange in the places where shares of the Company are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become effective after the Company seal is affixed thereto or imprinted thereon. The affixing of the Company seal on the share certificates shall be authorized by the Board of Directors. The signature of legal representative or other senior management on the share certificates may also be in printed form on the share certificates. In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities or the stock exchange in the places where the shares of the Company are listed shall apply.</del></p> <p><u>The Company establishes a register of shareholders and registers shareholders based on the certificates provided by the securities registrars and in accordance with laws, regulations, normative documents, and the Hong Kong Listing Rules. The register of shareholders is adequate evidence of the shareholders’ shareholding in the Company.</u></p> <p><u>The Company shall timely update the register of shareholders to reflect any change of information.</u></p>

Article No.	Before amendment	After amendment
Deletion	<p>The Company shall maintain a register of shareholders containing the following particulars, or register the shareholders under the Hong Kong Listing Rules:</p> <p>(1) The name, address (domicile), occupation or nature of shareholders;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The certificate number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as shareholder; and</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is adequate evidence of the shareholders' shareholding in the Company, unless there is contrary evidence.</p> <p>The Company shall timely update the register of shareholders to reflect any change of information.</p>	

Article No.	Before amendment	After amendment
Article 35	<p>The Company shall keep a complete register of shareholders.</p> <p>A register of shareholders shall include the following parts:</p> <p>(1) The register of shareholders deposited with the domicile of the Company, other than specified under Article 40 (2) or (3);</p> <p>(2) The register of holders of overseas listed foreign shares of the Company deposited in the locale of the stock exchange where such foreign shares are listed; and</p> <p>(3) The register of shareholders deposited at other place decided by the Board of Directors for the purpose of listing.</p>	<p>The Company shall keep a complete register of shareholders <u>and be available for inspection by shareholders.</u></p> <p>A register of shareholders shall include the following parts:</p> <p>(1) The register of shareholders deposited with the domicile of the Company, other than specified under Article 40 (2) or (3);</p> <p>(2) The register of holders of overseas listed foreign shares of the Company deposited in the locale of the stock exchange where such foreign shares are listed; and</p> <p>(3) The register of shareholders deposited at other place decided by the Board of Directors <del>for the purpose of listing.</del></p> <p><u>The change or correction of any part of the register of shareholders shall be carried out in line with the laws of the locale where such part of register is kept.</u></p>
Deletion	<p>Various parts of the register of shareholders shall not be overlapped. The transfer of shares registered in any part of the register of shareholders shall not be registered in the other parts of the register during the continuance of the registration of such shares.</p> <p>The change or correction of any part of the register of shareholders shall be carried out in line with the laws of the locale where such part of register is kept.</p>	



Article No.	Before amendment	After amendment
Deletion	<p>During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the listing documents of its securities listed on the Hong Kong Stock Exchange include the statements as follows in accordance with the requirements of the Hong Kong Listing Rules. The Company shall instruct and procure the share registrar not to register the subscription, purchase or transfer of shares in the name of any individual holder unless and until he/she submits such properly executed forms to the share registrar which shall include the statements as follows:</p> <p>(1) agreements among the purchaser of the shares, the Company and each shareholder, and between the Company and each shareholder, have been reached to obey and comply with the Company Law, the Special Provisions and other relevant laws, regulations and the Articles of Association.</p> <p>...</p>	
Article 37	<p>When the Company convenes the general meeting, distributes dividends, proceeds to liquidation or makes other act that requires equity determination, the Board of Directors shall appoint a certain day to be the date of equity determination, and upon termination of the equity determination (after the closing of the market), the registered shareholders become the shareholders of the Company.</p>	<p>When the Company convenes the general meeting, distributes dividends, proceeds to liquidation or makes other act that requires <u>confirmation of the shareholder's identity</u><del>equity determination</del>, the Board of Directors <u>or caller of general meeting shall determine the equity registration date and the registered shareholders as at the equity registration date are shareholders entitled to relevant interests</u><del>shall appoint a certain day to be the date of equity determination, and upon termination of the equity determination (after the closing of the market), the registered shareholders become the shareholders of the Company.</del></p>

Article No.	Before amendment	After amendment
Deletion	<p>Any shareholder who is recorded in the register of shareholders or any person who asks for recording its name in the register, if its share certificate (the “<b>original share certificate</b>”) is lost, may apply to the Company for reissuing the share certificate for the shares lost (the “<b>relevant shares</b>”).</p> <p>In case a holder of domestic shares has lost its share certificate and applies for reissue of share certificate, the reissue shall be made in accordance with the relevant provisions of the Company Law.</p> <p>In case a holder of overseas listed foreign shares has lost its share certificate and applies for reissue of share certificate, the reissue shall be made in accordance with laws, rules of the stock exchange or other relevant provisions of the place where the original register of holders of overseas listed foreign shares is maintained.</p> <p>In case a holder of H shares has lost its share certificate and applies for reissue of the share certificate, the reissue shall meet the following requirements:</p> <p>(1) The applicant shall file an application in the format specified by the Company, accompanied by a notarial certificate or legal statement specifying the reason for application, the circumstances and evidence of losing the share certificate, as well as the statement that none of other persons may ask for being registered as shareholder of the lost share certificate.</p> <p>(2) Before the Company decides to issue new share certificate, the Company has not received any statement from any person other than the applicant, asking for being registered as shareholder of such shares.</p> <p>(3) To reissue the share certificate, the Company shall publish the announcement of readiness for such reissue on the newspaper designated by the Board of Directors; the announcement is effective for ninety (90) days, and the announcement shall be published again at least every thirty (30) days.</p>	

Article No.	Before amendment	After amendment
	<p>(4) Before publishing the announcement of readiness for such reissue, the Company shall deliver a copy of such announcement to the stock exchange where its shares are listed; with the reply of such stock exchange, confirming such announcement is already displayed at the premises of the stock exchange, such announcement may be published on the newspaper. The announcement shall be displayed at the premises of the stock exchange for a period of ninety (90) days. If such application for reissue is made without the consent of the registered holder of relevant shares, the Company shall send the photocopy of the announcement by mail to said shareholder.</p> <p>(5) When the display period of ninety (90) days under Article 46 (3) or (4) expires, if the Company has not received any person's disagreement on the reissue, the reissue of share certificate can be made in response to the application.</p> <p>(6) To reissue the share certificate hereunder, the Company shall immediately deregister the original share certificate, and record such deregistration and reissue events in the register of shareholders.</p> <p>(7) All the costs of such deregistration of the original share certificates and reissue of share certificate by the Company shall be borne by the applicant. Before the applicant provides a reasonable guarantee for such costs, the Company may refuse to take any action.</p>	
Deletion	After reissue of share certificate hereunder, the name of a bona fide purchaser who has acquired the aforementioned new share certificate or the name of a shareholder who is subsequently registered as the owner of the shares (being a bona fide purchaser) shall not be deleted from the register of shareholders.	

Article No.	Before amendment	After amendment
Deletion	<p>The Company has no obligation of compensation to any person who suffers damage from the deregistration of original share certificate or the reissue of share certificate, unless the person can prove the Company has committed fraudulent acts.</p> <p>If the Company issues warrants to bearer holders, it shall not issue any new warrants in lieu of the lost original warrants unless the Company is convinced beyond reasonable doubt that the original warrants have been destroyed.</p>	
Deletion	<p>The Company and its subsidiaries at any time shall not provide any financial assistance in any manner to any person who purchases or intends to purchase shares of the Company. Such person shall include the person who is directly or indirectly obliged for the purchase of Company's shares.</p> <p>The Company and its subsidiaries at any time shall not provide any financial assistance in any manner to the obliged person in mitigating or relieving its obligations.</p> <p>This article shall not apply in the events of Article 51 hereof.</p>	

Article No.	Before amendment	After amendment
Deletion	<p>The “financial assistance” under Article 49 hereof shall include (without limitation):</p> <p>(1) Gifts;</p> <p>(2) Guarantee (e.g. the guarantor shall take the liability or provide the property to ensure the obligor will perform the obligations), compensation (excluding compensation at the fault of the Company), release or waiver of rights;</p> <p>(3) Grant of a loan or signing of a contract whereby the Company performs its obligations prior to other parties, as well as the change of the loan, the parties to the contract, as well as the transfer of rights in the loan or contract; and</p> <p>(4) Financial assistance provided by any other means when the Company is insolvent, has no net assets or has the threat of significantly reduced net assets.</p> <p>The obligations herein shall include the obligation to be undertaken by the obliged person when its financial conditions are changed by contract or arrangement (regardless of whether such contract or arrangement is enforceable, or whether such person or any other person is jointly liable), or by any other means.</p>	

Article No.	Before amendment	After amendment
Deletion	<p>The following acts shall not be deemed as the prohibitions under Article 49 hereof:</p> <p>(1) The Company in good faith provides financial assistance in the interests of the Company, not for the purpose of purchasing shares of the Company, or the financial assistance is an incidental part of a certain general plan of the Company;</p> <p>(2) The Company distributes its properties as dividends in accordance with the laws;</p> <p>(3) The Company distributes dividends in the form of shares;</p> <p>(4) The Company reduces its registered capital, repurchases shares, adjusts the shareholding structure, etc. in accordance with the Articles of Association;</p> <p>(5) The Company provides loans for its normal business activities within its business scope (provided that such loan shall not reduce the Company's net assets, or even if such loan reduces the Company's net assets, this financial assistance is paid out of the Company's distributable profits); and</p> <p>(6) The Company contributes to the employee equity scheme (provided that such contribution shall not reduce the Company's net assets, or even if such contribution reduces the Company's net assets, this financial assistance is paid out of the Company's distributable profits).</p>	
Article 39	<p>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is recorded in the register of shareholders. A shareholder is entitled and obliged in proportion to the class and percentage of shares held by it; different shareholders holding the same class of shares are entitled and obliged equally.</p>	<p><del>A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is recorded in the register of shareholders.</del> A shareholder is entitled and obliged in proportion to the class and percentage of shares held by it; different shareholders holding the same class of shares are entitled and obliged equally.</p>

Article No.	Before amendment	After amendment
Article 40	<p>A holder of ordinary shares of the Company is entitled to:</p> <p>(1) Receive dividends and other forms of distribution in proportion to its shareholding;</p> <p>(2) Attend the general meeting by person or by proxy, and vote at the meeting with the number of shares with voting rights held by it;</p> <p>(3) Supervise the business operation of the Company, and give suggestions or inquiries;</p> <p>(4) Transfer or pledge the shares held by it in accordance with the laws, regulations and the Articles of Association;</p> <p>(5) Gain access to relevant information in accordance with the Articles of Association, including:</p> <p>A. Obtaining a copy of the Articles of Association after paying the costs;</p> <p>B. Reading or photocopying the following after paying a reasonable cost:</p> <p>(A) All parts of the register of shareholders;</p> <p>(B) Personal information of directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) Current and previous name or alias;</p> <p>(b) Principal address (domicile);</p>	<p>A holder of ordinary shares of the Company is entitled to:</p> <p>(1) Receive dividends and other forms of distribution in proportion to its shareholding;</p> <p>(2) <u>Request, convene, preside over, attend</u><del>Attend</del> the general meeting by person or by proxy, <u>speak at the general meeting</u> and vote at the meeting with the number of shares with voting rights held by it;</p> <p>(3) Supervise the business operation of the Company, and give suggestions or inquiries;</p> <p>(4) Transfer or pledge the shares held by it in accordance with the laws, regulations and the Articles of Association;</p> <p>(5) <u>Inspect the Articles of Association, register of shareholders, corporate bond stubs, minutes of general meeting, resolutions of Board meeting, resolutions of Board of Supervisors meeting and financial statements;</u><del>Gain access to relevant information in accordance with the Articles of Association, including:</del></p> <p><del>A. Obtaining a copy of the Articles of Association after paying the costs;</del></p> <p><del>B. Reading or photocopying the following after paying a reasonable cost:</del></p> <p>(A) All parts of the register of shareholders;</p> <p>(B) <del>Personal information of directors, supervisors, general manager and other senior management of the Company, including:</del></p> <p>(a) Current and previous name or alias;</p>



Article No.	Before amendment	After amendment
	<p>(c) Nationality;</p> <p>(d) Full-time and all other part-time occupations and positions;</p> <p>(e) Identification documents and identification numbers.</p> <p>(C) Registered capital of the Company;</p> <p>(D) The Company's report of the total nominal value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last accounting year, as well as reports of all the costs paid by the Company for such purchase;</p> <p>(E) The minutes of general meeting, the special resolution(s) of the Company;</p> <p>(F) The latest audited financial statements, directors report, auditors report and supervisors report;</p> <p>(G) A copy of the latest annual declaration submitted to State Administration for Market Regulation or other competent authority;</p> <p>(H) Corporate bond stub, Board of Directors meeting motion, Board of Supervisors meeting motion, financial statements of the Company.</p>	<p>(b) Principal address (domicile);</p> <p>(c) Nationality;</p> <p><del>(d) Full-time and all other part-time occupations and positions;</del></p> <p><del>(e) Identification documents and identification numbers.</del></p> <p>(C) Registered capital of the Company;</p> <p><del>(D) The Company's report of the total nominal value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last accounting year, as well as reports of all the costs paid by the Company for such purchase;</del></p> <p><del>(E) The minutes of general meeting, the special resolution(s) of the Company;</del></p> <p><del>(F) The latest audited financial statements, directors report, auditors report and supervisors report;</del></p> <p><del>(G) A copy of the latest annual declaration submitted to State Administration for Market Regulation or other competent authority;</del></p> <p><del>(H) Corporate bond stub, Board of Directors meeting motion, Board of Supervisors meeting motion, financial statements of the Company.</del></p>

Article No.	Before amendment	After amendment
	<p>The Company shall maintain the above documents at the address of the Company in Hong Kong in accordance with the governing requirements of the places where the shares of the Company are listed for inspection by the public and shareholders (among which the minutes of the general meeting are available for inspection by shareholders only). However, on the premise of complying with applicable laws, regulations and the governing rules of the places where the shares of the Company are listed, the Company may refuse to provide the Company's trade secrets, inside information or personal privacy that can be exempted from disclosure.</p> <p>(6) With respect to shareholders who disagree with the resolution of merger or division of the Company at the general meeting, the right to demand the Company to repurchase shares of the Company held by it;</p> <p>(7) Take part in the distribution of the remaining properties of the Company in proportion to its shareholding, at the time of dissolution or winding up of the Company;</p> <p>(8) Other rights hereunder or under relevant laws, regulations, and the relevant rules of the places and stock exchange where the shares of the Company are listed.</p> <p>The Company shall not exercise any right to freeze or otherwise prejudice any rights attached to the shares held by any person directly or indirectly interested who fails to disclose its interests and benefits to the Company.</p> <p>A shareholder who is a legal person shall be represented by its legal representative or proxy to exercise its rights on its behalf.</p>	<p><del>The Company shall maintain the above documents at the address of the Company in Hong Kong in accordance with the governing requirements of the places where the shares of the Company are listed for inspection by the public and shareholders (among which the minutes of the general meeting are available for inspection by shareholders only). However, on the premise of complying with applicable laws, regulations and the governing rules of the places where the shares of the Company are listed, the Company may refuse to provide the Company's trade secrets, inside information or personal privacy that can be exempted from disclosure.</del></p> <p><u>(6) Take part in the distribution of the remaining properties of the Company in proportion to its shareholding, at the time of dissolution or winding up of the Company;</u></p> <p><del>(6)</del> With respect to shareholders who disagree with the resolution of merger or division of the Company at the general meeting, the right to demand the Company to repurchase shares of the Company held by it;</p> <p><del>(7) Take part in the distribution of the remaining properties of the Company in proportion to its shareholding, at the time of dissolution or winding up of the Company;</del></p> <p>(8) Other rights hereunder or under relevant laws, regulations, and <u>governing rules of the relevant rules</u> of the places and stock exchange where the shares of the Company are listed.</p> <p><del>The Company shall not exercise any right to freeze or otherwise prejudice any rights attached to the shares held by any person directly or indirectly interested who fails to disclose its interests and benefits to the Company.</del></p> <p><del>A shareholder who is a legal person shall be represented by its legal representative or proxy to exercise its rights on its behalf.</del></p>

Article No.	Before amendment	After amendment
Article 42	<p>A shareholder of ordinary shares of the Company shall be obliged to:</p> <p>(1) Comply with laws, regulations and the Articles of Association;</p> <p>(2) Contribute to the share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) Not to withdraw its contribution to share capital, except for the circumstances stipulated by laws and regulations;</p> <p>(4) Not to abuse its rights as a shareholder against the interests of the Company or other shareholders, and not to abuse the legal personality of the Company and the limited liability of shareholders against the interests of creditors; and</p> <p>(5) Other obligations in accordance with the laws, regulations and the Articles of Association.</p> <p>Subject to the agreed conditions of subscription at the time of shares subscription, a shareholder shall not be liable for any subsequent addition to the share capital of the Company, unless otherwise required by laws or regulations.</p> <p>A shareholder who misuses its rights and causes any loss to the Company or other shareholders shall be liable for compensation in accordance with the laws. A shareholder who misuses the legal personality of the Company and the shareholder's limited liability to evade debts and severely harm the interest of creditors shall be jointly and individually liable for the debts of the Company.</p>	<p>A shareholder of ordinary shares of the Company shall be obliged to:</p> <p>(1) Comply with laws, regulations and the Articles of Association;</p> <p>(2) Contribute to the share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) Not to withdraw its contribution to share capital, except for the circumstances stipulated by laws and regulations;</p> <p>(4) Not to abuse its rights as a shareholder against the interests of the Company or other shareholders, and not to abuse the legal personality of the Company and the limited liability of shareholders against the interests of creditors; and</p> <p>(5) Other obligations in accordance with the laws, regulations, <u>governing rules of the places where the shares are listed</u> and the Articles of Association.</p> <p><del>Subject to the agreed conditions of subscription at the time of shares subscription, a shareholder shall not be liable for any subsequent addition to the share capital of the Company, unless otherwise required by laws or regulations.</del></p> <p>A shareholder who misuses its rights and causes any loss to the Company or other shareholders shall be liable for compensation in accordance with the laws. A shareholder who misuses the legal personality of the Company and the shareholder's limited liability to evade debts and severely harm the interest of creditors shall be jointly and individually liable for the debts of the Company.</p>

Article No.	Before amendment	After amendment
Deletion	<p data-bbox="309 165 879 378">Subject to the obligations imposed by laws, regulations or rules of stock exchange where the shares of the Company are listed, the controlling shareholder shall not, when exercising its voting rights, make decisions against the interests of all or part of the shareholders on the following matters:</p> <p data-bbox="309 421 879 527">(1) Releasing the liabilities of a director or supervisor to act in good faith in the best interests of the Company;</p> <p data-bbox="309 570 879 708">(2) Approving a director or supervisor (for its own benefit or others) to deprive the Company of properties in any form, including but not limited to any opportunity beneficial to the Company;</p> <p data-bbox="309 751 879 985">(3) Approving a director or supervisor (for its own benefit or others) to deprive other shareholders of their personal rights and interests, including (but not limited to) any distribution rights and voting rights, but excluding the right of proposing the Company reorganization to the general meeting under the Articles of Association.</p>	

Article No.	Before amendment	After amendment
Deletion	<p>The aforesaid “controlling shareholder” shall be the person meeting any of the following conditions:</p> <p>(1) The person, in person or in concerted action with others, may elect the majority of directors;</p> <p>(2) The person, in person or in concerted action with others, may exercise 30% or more voting rights of the Company (or other percentage specified by applicable Chinese laws from time to time, and this percentage is required to trigger a mandatory public offer, or establish legal or administrative control over the Company), or may control the exercise of 30% or more voting rights of the Company;</p> <p>(3) The person, in person or in concerted action with others, holds not less than 30% outstanding shares of the Company;</p> <p>(4) The person, in person or in concerted action with others, has de facto control of the Company in other ways.</p> <p>The aforesaid “concerted action” means that two or more persons reach an agreement (whether oral or written), by which one of them has the voting rights to the Company, so as to gain or consolidate the control over the Company.</p>	

Article No.	Before amendment	After amendment
Article 47	<p>The general meeting shall be the authority of power of the Company, to lawfully exercise the following functions and powers in accordance with the laws:</p> <p>(1) To decide on the Company’s business operation guidelines and investment plan;</p> <p>(2) To elect or replace any director not being a representative of employees, and to determine the remuneration of said director;</p> <p>(3) To elect or replace any supervisor not being a representative of employees, and to determine the remuneration of said supervisor;</p> <p>(4) To consider and approve/disapprove the directors’ report;</p> <p>(5) To consider and approve/disapprove the supervisors’ report;</p> <p>(6) To consider and approve/disapprove the Company’s annual budget and final accounts plan;</p> <p>(7) To consider and approve/disapprove the Company’s profit distribution plan and loss recovery plan;</p> <p>(8) To make a resolution on the increase or decrease of registered capital of the Company;</p> <p>(9) To make resolutions on the Company’s issue of bonds or other securities and its listing plan;</p> <p>(10) To make resolutions on matters such as the merger, division, dissolution, liquidation or change of nature of the Company;</p> <p>(11) To amend the Articles of Association;</p>	<p>The general meeting shall be the authority of power of the Company, to lawfully exercise the following functions and powers in accordance with the laws:</p> <p>(1) To decide on the Company’s business operation guidelines and investment plan;</p> <p>(2) To elect or replace any director not being a representative of employees, and to determine the remuneration of said director;</p> <p>(3) To elect or replace any supervisor not being a representative of employees, and to determine the remuneration of said supervisor;</p> <p>(4) To consider and approve/disapprove the directors’ report;</p> <p>(5) To consider and approve/disapprove the supervisors’ report;</p> <p>(6) To consider and approve/disapprove the Company’s annual budget and final accounts plan;</p> <p>(7) To consider and approve/disapprove the Company’s profit distribution plan and loss recovery plan;</p> <p>(8) To make a resolution on the increase or decrease of registered capital of the Company;</p> <p>(9) To make resolutions on the Company’s issue of bonds or other securities and its listing plan;</p> <p>(10) To make resolutions on matters such as the merger, division, dissolution, liquidation or change of nature of the Company;</p> <p>(11) To amend the Articles of Association;</p>

Article No.	Before amendment	After amendment
	<p>(12) To decide to engage, dismiss or discontinue the accountant firm as the auditor of the Company;</p> <p>(13) To consider the motions of shareholders representing 3% or more of the Company's voting shares;</p> <p>(14) To consider and approve/disapprove the external guarantees that require the approval of the general meeting under relevant laws, regulations and the Articles of Association;</p> <p>(15) To consider the Company's purchase or sale of major assets exceeding 30% of the its latest audited total assets within one (1) year;</p> <p>(16) To review the share incentive schemes;</p> <p>(17) To consider and approve/disapprove the connected transactions that require the approval of the general meeting under relevant laws, regulations, the listing rules of the places where shares of the Company are listed and the Articles of Association;</p> <p>(18) Other matters to be decided by the general meeting under relevant laws, regulations, governing rules of the places where the shares of the Company are listed and the Articles of Association.</p>	<p>(12) To decide to engage, dismiss or discontinue the accountant firm as the auditor of the Company;</p> <p>(13) To consider the motions of shareholders representing 3% or more of the Company's voting shares;</p> <p>(14) To consider and approve/disapprove the external guarantees that require the approval of the general meeting under relevant laws, regulations and the Articles of Association;</p> <p>(15) To consider the Company's purchase or sale of major assets exceeding 30% of the its latest audited total assets within one (1) year;</p> <p>(16) To <u>consider and approve the change in use of proceeds</u><del>review the share incentive schemes</del>;</p> <p><u>(17) To review the share incentive schemes and employees stock ownership schemes</u>;</p> <p>(178) To consider and approve/disapprove the connected transactions that require the approval of the general meeting under relevant laws, regulations, the listing rules of the places where shares of the Company are listed and the Articles of Association;</p> <p>(189) Other matters to be decided by the general meeting under relevant laws, regulations, governing rules of the places where the shares of the Company are listed and the Articles of Association.</p> <p><u>Where laws, regulations and governing rules of the places where the shares of the Company are listed have other mandatory provisions on the matters to be considered at the general meeting and the relevant approval standards, such provisions shall prevail. Subject to the mandatory provisions of laws, regulations and governing rules of the places where the shares are listed, the general meeting may authorize or entrust the Board of Directors to handle the matters authorized or entrusted by it.</u></p>



Article No.	Before amendment	After amendment
Article 48	<p>Any of the following external guarantees shall be subject to the consideration of the general meeting for approval:</p> <p>(1) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets of the Company;</p> <p>(2) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 30% of the latest audited total assets of the Company;</p> <p>(3) Any guarantee provided for guarantors whose asset-liability ratio exceeds 70%;</p> <p>(4) Any guarantee whose single amount exceeds 10% of the latest audited net assets of the Company;</p> <p>(5) Any guarantee provided to shareholders, actual controller and their related parties/related persons;</p> <p>(6) Other guarantee events that shall be considered by the general meeting under relevant laws, regulations, the rules of the places where the shares of the Company are listed or the Articles of Association.</p> <p>Any of the foregoing guarantees shall be considered by the Board of Directors, and upon the adoption by the Board of Directors, it can be submitted to the general meeting for consideration.</p> <p>The Board of Directors may consider and approve/disapprove the external guarantees other than the foregoing guarantees to be considered by the general meeting.</p> <p>When the general meeting is considering any resolution of guarantee to a shareholder, actual controller and their related parties/related persons, such shareholder or the shareholder under the control of such actual controller shall not vote on this resolution, and such resolution is adopted when a majority of the voting rights held by the other shareholders present at the meeting.</p>	<p>Any of the following external guarantees shall be subject to the consideration of the general meeting for approval:</p> <p>(1) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets of the Company;</p> <p>(2) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries reaches or exceeds 30% of the latest audited total assets of the Company;</p> <p><u>(3) Any guarantee provided by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;</u></p> <p><del>(3)</del> Any guarantee provided for guarantors whose asset-liability ratio exceeds 70%;</p> <p><del>(4)</del> Any guarantee whose single amount exceeds 10% of the latest audited net assets of the Company;</p> <p>(56) Any guarantee provided to shareholders, actual controller and their related parties/related persons;</p> <p><del>(6)</del> Other guarantee events that shall be considered by the general meeting under relevant laws, regulations, the rules of the places where the shares of the Company are listed or the Articles of Association.</p> <p>Any of the foregoing guarantees shall be considered by the Board of Directors, and upon the adoption by the Board of Directors, it can be submitted to the general meeting for consideration.</p> <p>The Board of Directors may consider and approve/disapprove the external guarantees other than the foregoing guarantees to be considered by the general meeting.</p> <p>When the general meeting is considering any resolution of guarantee to a shareholder, actual controller and their related parties/related persons, such shareholder or the shareholder under the control of such actual controller shall not vote on this resolution, and such resolution is adopted when a majority of the voting rights held by the other shareholders present at the meeting.</p>

Article No.	Before amendment	After amendment
Article 49	Without prior approval by the general meeting, the Company shall not enter into a contract with any person other than director, supervisor, general manger or other senior management of the Company, to authorize such person the manage all or some of important businesses.	Unless the Company is in a crisis and other special <del>circumstances, without</del> <u>Without prior approval by the general meeting by way of special resolution,</u> the Company shall not enter into a contract with any person other than director, <del>supervisor,</del> general manger or other senior management of the Company, to authorize such person the manage all or some of important businesses.
Article 52	<p>The venue of general meeting shall be the domicile, the business place of the Company or other place specified in the notice of meeting.</p> <p>The meeting shall be convened on site, easily accessible to shareholders by safe, economical or convenient means hereunder or under relevant laws and regulations. With the permission of the securities regulatory authority or stock exchange of the places of listing, it can also be held in other ways approved or required by such securities regulatory authority or stock exchange. A shareholder attending the meeting by any of the above means shall be deemed as present at the meeting.</p> <p>The venue of meeting shall not be changed without a justifiable reason, after the notice of meeting is sent out. In order to change the venue, if necessary, the caller shall send a prior notice to shareholders at least two (2) days in advance, specifying the reason.</p>	<p>The venue of general meeting shall be the domicile, the business place of the Company or other place specified in the notice of meeting.</p> <p>The meeting shall be convened on site, <del>easily accessible to shareholders by safe, economical or convenient means hereunder or under relevant laws and regulations.</del> <u>With the permission of the securities regulatory authority or stock exchange of the places of listing governing rules of the places where the shares are listed,</u> it can also be held in other ways approved or required by such securities regulatory authority or stock exchange. A shareholder attending the meeting by any of the above means shall be deemed as present at the meeting.</p> <p><del>The venue of meeting shall not be changed without a justifiable reason, after the notice of meeting is sent out. In order to change the venue, if necessary, the caller shall send a prior notice to shareholders at least two (2) days in advance, specifying the reason.</del></p>
Article 54	The independent non-executive director may propose an extraordinary general meeting to the Board of Directors. In response to such proposal, the Board of Directors shall give a written reply approving or disapproving such proposal within ten (10) days from the proposal. In case of approval, the Board of Directors shall send a notice of meeting within five (5) days from the resolution of the Board of Directors; in case of disapproval, the Board of Directors shall give out the reason.	The independent non-executive director may propose an extraordinary general meeting to the Board of Directors. In response to such proposal, the Board of Directors shall give a written reply approving or disapproving such proposal within ten (10) days from the proposal. In case of approval, the Board of Directors shall send a notice of meeting within five (5) days from the resolution of the Board of Directors; in case of disapproval, the Board of Directors shall give out the reason <u>and make an announcement.</u>

Article No.	Before amendment	After amendment
Article 58	In case a general meeting is called by the Board of Supervisors or the shareholder(s) on their own, the Board of Directors and the Secretary shall cooperate.	In case a general meeting is called by the Board of Supervisors or the shareholder(s) on their own, the Board of Directors and the Secretary shall cooperate. <u>The Board of Directors shall provide the register of shareholders as at the equity registration date.</u>
Article 61	...  The general meeting shall not vote or resolve on a motion not listed in the notice of meeting or not in compliance with Article 75 hereof.	...  The general meeting shall not vote or resolve on a motion not listed in the notice of meeting or not in compliance with Article <u>6075</u> hereof.
Article 62	The caller shall send a written notice to all shareholders within at least twenty (20) calendar days prior to the convention of general meeting, or at least fifteen (15) calendar days prior to the convention of extraordinary general meeting, unless otherwise required by relevant laws, regulations and local securities commission rules.  Unless otherwise provided by laws, regulations, local regulatory rules and the Articles of Association, the notice of meeting shall be sent by hand or by mail (prepaid postage) to the shareholder(s) (with or without voting rights at general meeting), addressed to the shareholder(s) as recorded in the register of shareholders. To the holders of domestic shares and unlisted foreign shares, the notice of meeting may also be sent by announcement under the laws or regulations.	The caller shall send a written notice to all shareholders within at least twenty (20) calendar days prior to the convention of general meeting, or at least fifteen (15) calendar days prior to the convention of extraordinary general meeting, unless otherwise required by relevant laws, regulations and local securities commission rules.  <del>Unless otherwise provided by laws, regulations, local regulatory rules and the Articles of Association,</del> <u>The notice of meeting shall be sent by hand or by mail (prepaid postage) to the shareholder(s) (with or without voting rights at general meeting), addressed to the shareholder(s) as recorded in the register of shareholders., or subject to the applicable laws and regulations and the listing rules of the places where the shares of the Company are listed, published on the website of the Company and the website designated by the Hong Kong Stock Exchange. If an announcement shall be made to shareholders of overseas-listed foreign shares according to the Articles of Association, the relevant announcement shall also be published in accordance with the methods prescribed in the Hong Kong Listing Rules.</u> To the holders of domestic shares and unlisted foreign shares, the notice of meeting may also be sent by announcement <del>under the laws or regulations.</del>

Article No.	Before amendment	After amendment
	<p>The notice of meeting, information or written statement sent to holders of overseas listed foreign shares shall be delivered at least twenty (20) calendar days before the convention of annual general meeting or at least fifteen (15) calendar days before the convention of extraordinary general meeting, by any of the following means:</p> <p>(1) Delivered by hand or by mail to every holder of overseas listed foreign shares, according to the registered address of every such holder;</p> <p>(2) Subject to applicable laws, regulations and listing rules, published on the official website of the Company or other website designated by the local securities commission or local stock exchange;</p> <p>(3) Sent otherwise under the rules of the stock exchange where the shares of the Company are listed and listing rules.</p> <p>The foregoing “twenty (20) calendar days” or “fifteen (15) calendar days” shall not include the date of meeting.</p>	<p><del>The notice of meeting, information or written statement sent to holders of overseas listed foreign shares shall be delivered at least twenty (20) calendar days before the convention of annual general meeting or at least fifteen (15) calendar days before the convention of extraordinary general meeting, by any of the following means:</del></p> <p><del>(1) Delivered by hand or by mail to every holder of overseas listed foreign shares, according to the registered address of every such holder;</del></p> <p><del>(2) Subject to applicable laws, regulations and listing rules, published on the official website of the Company or other website designated by the local securities commission or local stock exchange;</del></p> <p><del>(3) Sent otherwise under the rules of the stock exchange where the shares of the Company are listed and listing rules.</del></p> <p>The foregoing “twenty (20) calendar days” or “fifteen (15) calendar days” shall not include the date of meeting.</p>

Article No.	Before amendment	After amendment
Article 63	<p>The notice of general meeting shall:</p> <p>(1) Be made in writing;</p> <p>(2) Specify the venue, date and time of meeting;</p> <p>(3) Describe the matters and motions to be considered at the meeting;</p> <p>(4) Indicate the equity registration date of the shareholders entitled to attend the meeting;</p> <p>(5) Provide shareholders with the information and explanations needed to enable them to make informed decisions on the matters to be considered; for example, when the Company proposes merger, share repurchase, share capital restructuring or other reorganization, it shall provide the specific conditions and contracts (if any) of the proposed transaction, with a careful explanation of its causes and consequences;</p> <p>(6) If any director, supervisor, general manager and other senior management has a material interest in the matters to be considered, then such person shall disclose the nature and extent of such interest; if the matters to be considered will have influence on such person in a different way with the influence on the other shareholders of the same class, then such difference shall be described in detail;</p>	<p>The notice of general meeting shall <u>specify</u>:</p> <p><del>(1) Be made in writing;</del></p> <p><del>(2) Specify the venue, date and time of meeting;</del></p> <p><del>(3) Describe the matters and motions to be considered at the meeting;</del></p> <p><del>(4) Indicate the equity registration date of the shareholders entitled to attend the meeting;</del></p> <p><del>(5) Provide shareholders with the information and explanations needed to enable them to make informed decisions on the matters to be considered; for example, when the Company proposes merger, share repurchase, share capital restructuring or other reorganization, it shall provide the specific conditions and contracts (if any) of the proposed transaction, with a careful explanation of its causes and consequences;</del></p> <p><del>(6) If any director, supervisor, general manager and other senior management has a material interest in the matters to be considered, then such person shall disclose the nature and extent of such interest; if the matters to be considered will have influence on such person in a different way with the influence on the other shareholders of the same class, then such difference shall be described in detail;</del></p>

Article No.	Before amendment	After amendment
	<p>(7) Contains the full text of any special resolution to be proposed for adoption at the meeting;</p> <p>(8) Specifies in clear words that shareholders entitled to attend and vote may appoint one or more proxies (being shareholders or not) to attend and vote on their behalf;</p> <p>(9) Specifies the time and place of delivery of the proxy form for voting at the meeting;</p> <p>(10) Contains the name and phone number of permanent contact person for the meeting; and</p> <p>(11) Other requirements under the laws, regulations, local securities commission rules, and the Articles of Association.</p> <p>The notice or the additional notice of meeting shall fully, completely disclose all details of all motions, and (if the matters to be considered require the opinions of independent non-executive director) the opinions and reason of the independent non-executive director shall be accompanied at the same time.</p> <p>If the general meeting will be held in other manner, the notice of meeting shall specify the voting time and voting procedures of such other manner.</p> <p>The meeting or the resolution made at the meeting shall not be invalidated by the failure of an entitled shareholder to receive the notice of meeting or the failure of such notice to be delivered to such person, due to accidental omission.</p>	<p><del>(7) Contains the full text of any special resolution to be proposed for adoption at the meeting;</del></p> <p><del>(8) Specifies in clear words that shareholders entitled to attend and vote may appoint one or more proxies (being shareholders or not) to attend and vote on their behalf;</del></p> <p><del>(9) Specifies the time and place of delivery of the proxy form for voting at the meeting;</del></p> <p><del>(10) Contains the name and phone number of permanent contact person for the meeting; and</del></p> <p><del>(11) Other requirements under the laws, regulations, local securities commission rules, and the Articles of Association.</del></p> <p><u>(1) The time, date, place and duration of meeting;</u></p> <p><u>(2) The matters and proposals to be considered at the meeting;</u></p> <p><u>(3) The equity registration date of the shareholders entitled to attend the general meeting;</u></p> <p><u>(4) In clear words that all ordinary shareholders (including preferred shareholders whose voting rights are restored) are entitled to attend the general meeting and may appoint a proxy to attend and vote on their behalf. The proxy does not need to be a shareholder of the Company;</u></p>

Article No.	Before amendment	After amendment
		<p><u>(5) The name and phone number of permanent contact person for the meeting;</u></p> <p><u>(6) Other requirements under the laws, regulations, governing rules of the places where the shares of the Company are listed and the Articles of Association.</u></p> <p>The notice or the additional notice of meeting shall fully, completely disclose all details of all motions, and (if the matters to be considered require the opinions of independent non-executive director) the opinions and reason of the independent non-executive director shall be accompanied at the same time.</p> <p><del>If the general meeting will be held in other manner, the notice of meeting shall specify the voting time and voting procedures of such other manner.</del></p> <p><del>The meeting or the resolution made at the meeting shall not be invalidated by the failure of an entitled shareholder to receive the notice of meeting or the failure of such notice to be delivered to such person, due to accidental omission.</del></p>
Article 64	<p>If the Company is required to send relevant documents in both English and Chinese by mail, by hand, by announcement or other means under the local listing rules, and if the Company has already made proper arrangements to make sure whether its shareholders are willing to receive such documents merely in English or merely in Chinese, then within the permission of applicable laws and regulations, the Company may (on the demand of shareholders) send the English version merely or the Chinese version merely to relevant shareholders.</p>	<p>If the Company is required to send relevant documents in both English and Chinese by mail, by hand, by announcement or other means under the <u>governing rules of the places where the shares of the Company are listed</u><del>local listing rules</del>, and if the Company has already made proper arrangements to make sure whether its shareholders are willing to receive such documents merely in English or merely in Chinese, then within the permission of applicable laws and regulations, the Company may (on the demand of shareholders) send the English version merely or the Chinese version merely to relevant shareholders.</p>

Article No.	Before amendment	After amendment
Article 65	<p>For the motion on election of a director or supervisor at the general meeting, the notice of meeting shall fully disclose the detailed information of the director candidate or supervisor candidate, including but not limited to:</p> <p>(1) Personal information such as educational background, work experience, part-time jobs;</p> <p>(2) Any connection with the Company or its controlling shareholder or actual controller;</p> <p>(3) The number of shares held in the Company;</p> <p>(4) Any punishment by the securities regulatory authorities by the State Council or other authority or the stock exchange.</p> <p>Each director candidate or supervisor candidate shall be mentioned in a single motion.</p>	<p>For the motion on election of a director or supervisor at the general meeting, the notice of meeting shall fully disclose the detailed information of the director candidate or supervisor candidate, including but not limited to:</p> <p>(1) Personal information such as educational background, work experience, part-time jobs;</p> <p>(2) Any connection with the Company or its controlling shareholder or actual controller;</p> <p>(3) The number of shares held in the Company;</p> <p>(4) Any punishment by the securities regulatory authorities by the State Council or other authority or the stock exchange.</p> <p><u>Save as election of directors and supervisors by cumulative voting system, each</u><del>Each</del> director candidate or supervisor candidate shall be mentioned in a single motion.</p>



Article No.	Before amendment	After amendment
Article 68	<p>All shareholders shall attend and vote by person or by proxy at the general meeting or the creditors' meeting hereunder or under relevant laws and regulations.</p> <p>A shareholder may attend and vote by person or by proxy at the general meeting or the creditors' meeting. The proxy may be one or more persons appointed by the shareholder, who is or are not shareholder(s) of the Company. Such proxy may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder's right to speak at the meeting;</p> <p>(2) The right of request to vote on its own or jointly with others;</p> <p>(3) Voting rights to be exercised by show of hands or ballot, but when more than one proxy is appointed by a shareholder, then such proxies may only exercise voting rights by ballot.</p>	<p>All <u>registered ordinary shareholders (including preferred shareholders whose voting rights are restored) as at the equity registration date</u> shall attend and vote by person or by proxy at the general meeting or the creditors' meeting hereunder or under relevant laws and regulations.</p> <p>A shareholder may attend and vote <u>by</u> person or <u>by proxy</u> <del>appoint a proxy to attend and vote at the general meeting or the creditors' meeting</del> <u>on his/her/its behalf</u>. <del>The proxy may be one or more persons appointed by the shareholder, who is or are not shareholder(s) of the Company. Such proxy may exercise the following rights as entrusted by the shareholder:</del></p> <p>(1) <del>The shareholder's right to speak at the meeting;</del></p> <p>(2) <del>The right of request to vote on its own or jointly with others;</del></p> <p>(3) <del>Voting rights to be exercised by show of hands or ballot, but when more than one proxy is appointed by a shareholder, then such proxies may only exercise voting rights by ballot.</del></p>

Article No.	Before amendment	After amendment
Article 69	<p>A shareholder shall appoint its proxy in writing, the proxy form shall be signed by the appointing shareholder or by the proxy; if the appointing shareholder is a legal person, the proxy form shall be completed with the legal person's seal or the proxy's signature.</p> <p>If the shareholder is a recognized clearing house or its agent in the place where shares of the Company are listed, then the shareholder may appoint one or more natural person or legal person as it deems appropriate to represent it at any general meeting, any class of shareholders meeting, or any creditors meeting; however, if more than one persons are appointed as proxies, then the proxy form shall specify the name of every proxy, the number and class of shares involved, and the proxy form shall be signed by a person authorized by the recognized clearing house. The person so authorized may represent the recognized clearing house (or its agent) to attend the meeting (without presenting the certificate of shares, the notarized authorization and/ or further evidence to prove its due authorization), exercise its rights and enjoy the lawful rights equal to other shareholders, including the right to speak and vote.</p>	<p>A shareholder shall appoint its proxy in writing, the proxy form shall be signed by the appointing shareholder or by the proxy; if the appointing shareholder is a legal person, the proxy form shall be completed with the legal person's seal or the proxy's signature.</p> <p>If the shareholder is a recognized clearing house or its agent in the place where shares of the Company are listed, then the shareholder may appoint one or more natural person or legal person as it deems appropriate to represent it at any general meeting; <del>any class of shareholders meeting;</del> or any creditors meeting; however, if more than one persons are appointed as proxies, then the proxy form shall specify the name of every proxy, the number and class of shares involved, and the proxy form shall be signed by a person authorized by the recognized clearing house. The person so authorized may represent the recognized clearing house (or its agent) to attend the meeting (without presenting the certificate of shares, the notarized authorization and/ or further evidence to prove its due authorization), exercise its rights and enjoy the lawful rights equal to other shareholders, including the right to speak and vote.</p>
Article 72	<p>The proxy form shall be deposited in the domicile of the Company or other place specified in the notice of meeting, within 24 hours before meeting, or within 24 hours before the voting. If the proxy voting authorization letter is signed by other person authorized by the appointing shareholder, such proxy voting authorization letter or other authorization documents shall be notarized to be effective. The notarized proxy voting authorization letter or other authorization documents, together with the proxy form, shall be deposited in the Company domicile or other place specified in the notice of meeting.</p> <p>...</p>	<p><del>The proxy form shall be deposited in the domicile of the Company or other place specified in the notice of meeting, within 24 hours before meeting, or within 24 hours before the voting.</del> If the proxy voting authorization letter is signed by other person authorized by the appointing shareholder, such proxy voting authorization letter or other authorization documents shall be notarized to be effective. The notarized proxy voting authorization letter or other authorization documents, together with the proxy form, shall be deposited in the Company domicile or other place specified in the notice of meeting.</p> <p>...</p>

Article No.	Before amendment	After amendment
Addition		<u>Article 75 When a general meeting is held, all directors, supervisors and the secretary to the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management shall attend the meeting as non-voting delegates.</u>
Article 81	<p>The secretary shall keep the minutes of general meeting, which contains:</p> <p>(1) The time, place, agenda and caller’s name of the meeting;</p> <p>(2) The name of chair, present or attending directors, supervisors, general manager and other senior management of the Company;</p> <p>(3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and its proportion to the total number of shares of the Company;</p> <p>(4) The consideration process, speech key points and voting results of each motion;</p> <p>(5) Shareholders’ inquiries or suggestions and corresponding replies or explanations;</p> <p>(6) The name of counter and scrutineer;</p> <p>(7) Others to be recorded in the minutes of meeting hereunder.</p>	<p>The secretary shall keep the minutes of general meeting, which contains:</p> <p>(1) The time, place, agenda and caller’s name of the meeting;</p> <p>(2) The name of chair, present or attending directors, supervisors, general manager and other senior management of the Company;</p> <p>(3) The number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and its proportion to the total number of shares of the Company. <u>In particular, the voting status of domestic shareholders and unlisted foreign shareholders (including proxies) and domestically listed foreign shareholders (including proxies) attending the general meeting shall be stated respectively;</u></p> <p>(4) The consideration process, speech key points and voting results of each motion. <u>In particular, the voting status of domestic shareholders and unlisted foreign shareholders (including proxies) and domestically listed foreign shareholders (including proxies) attending the general meeting shall be stated respectively;</u></p> <p>(5) Shareholders’ inquiries or suggestions and corresponding replies or explanations;</p> <p>(6) The name of counter and scrutineer;</p> <p>(7) Others to be recorded in the minutes of meeting hereunder.</p>

Article No.	Before amendment	After amendment
Article 82	<p>The caller shall ensure that the minutes of meeting are true, accurate and complete, with signatures of directors, supervisors, secretary, the caller or its representative, and the chair of meeting. The minutes of the meeting shall be kept at the Company domicile together with the signature book of shareholders attending the meeting, the proxy forms, and valid information on voting by other means, for a period of not less than ten (10) years.</p> <p>Shareholders may have access to the photocopy of meeting minutes free of charge during office hours. If any shareholder asks the Company for a photocopy of the relevant meeting minutes, the Company shall send the photocopy within seven (7) days after receiving the reasonable fee.</p>	<p>The caller shall ensure that the minutes of meeting are true, accurate and complete, with signatures of directors, supervisors, secretary, the caller or its representative, and the chair of meeting. The minutes of the meeting shall be kept at the Company domicile together with the signature book of shareholders attending the meeting, the proxy forms, and valid information on voting by other means, for a period of not less than ten (10) years.</p> <p><del>Shareholders may have access to the photocopy of meeting minutes free of charge during office hours. If any shareholder asks the Company for a photocopy of the relevant meeting minutes, the Company shall send the photocopy within seven (7) days after receiving the reasonable fee.</del></p>
Article 85	<p>Matters for resolution</p> <p>(1) Unless otherwise required hereunder or under relevant laws or regulations, the following matters may be concerned in an ordinary resolution of general meeting:</p> <p>(A) The work report of the Board of Directors or the Board of Supervisors;</p> <p>(B) The profit distribution plan and loss recovery plan contemplated by the Board of Directors;</p> <p>(C) The dismissal of directors or supervisors, and their remuneration and payment;</p> <p>(D) The annual budget and final accounts report, balance sheet, income statement and other financial statements of the Company; and</p> <p>(E) Other matters to be validated by a special resolution hereunder or under relevant laws or regulations.</p>	<p>Matters for resolution</p> <p>(1) Unless otherwise required hereunder or under relevant laws or regulations, the following matters may be concerned in an ordinary resolution of general meeting:</p> <p>(A) The work report of the Board of Directors or the Board of Supervisors;</p> <p>(B) The profit distribution plan and loss recovery plan contemplated by the Board of Directors;</p> <p>(C) The dismissal of directors or supervisors, and their remuneration and payment;</p> <p>(D) The annual budget, <del>and</del> final accounts report <u>of the Company and annual report of the Company;</u> <del>balance sheet, income statement and other financial statements of the Company;</del> and</p> <p>(E) Other matters to be validated by a special resolution hereunder or under relevant laws or regulations.</p>

Article No.	Before amendment	After amendment
	<p>(2) The following matters may be concerned in a special resolution of general meeting:</p> <p>(A) The increase or decrease of share capital, the issue of any class of share certificate, warrants and other similar securities of the Company;</p> <p>(B) Any modification to the Articles of Association;</p> <p>(C) Issue of corporate bonds, listing of securities of the Company;</p> <p>(D) The merger, division, dissolution or liquidation or change of nature of the Company;</p> <p>(E) The purchase or sale of major assets within one year, or the guarantee in an amount exceeding 30% of the Company's total assets, except for the Company's daily business operations or the provision of guarantees for the Company and its wholly-owned subsidiaries;</p> <p>(F) The equity incentive scheme of the Company;</p> <p>(G) Before the term of Board of Directors expires, the Company changes more than 1/4 directors in that year;</p> <p>(H) Upon expiry of the Board of Directors, over one third (1/3) of directors are changed by the Company; and</p>	<p>(2) The following matters may be concerned in a special resolution of general meeting:</p> <p>(A) The increase or decrease of share capital, the issue of any class of share certificate, warrants and other similar securities of the Company;</p> <p>(B) Any modification to the Articles of Association;</p> <p>(C) Issue of corporate bonds, listing of securities of the Company;</p> <p>(D) The merger, division, dissolution or liquidation or change of nature of the Company;</p> <p>(E) The purchase or sale of major assets within one year, or the guarantee in an amount exceeding 30% of the Company's <u>latest audited</u> total assets, except for the Company's daily business operations or the provision of guarantees for the Company and its wholly-owned subsidiaries;</p> <p>(F) The equity incentive scheme of the Company;</p> <p>(G) Before the term of Board of Directors expires, the Company changes more than 1/4 directors in that year;</p> <p>(H) Upon expiry of the Board of Directors, over one third (1/3) of directors are changed by the Company; and</p>

Article No.	Before amendment	After amendment
	<p>(I) Other matters to be concerned in a special resolution of general meeting, which might have major impact if concerned in an ordinary resolution of general meeting, hereunder or under relevant laws or regulations.</p> <p>In particular, when the general meeting considers the purchase or sale of assets, rented or leased assets, gifted assets, connected transactions, external investments, external guarantees or mortgages, financial assistance, claims or debts restructuring, commissioned/entrusted operation or other motions submitted by the acquirer for the purpose of hostile takeover, a resolution shall be validated by at least 3/4 voting rights held by shareholders present at the meeting.</p> <p>Any motion to modify the Article 99 (2) hereof at the general meeting shall be validated by at least 3/4 voting rights held by present shareholders.</p> <p>A connected shareholder shall not vote in respect of any motion on connected transactions at the general meeting, where the number of shares with voting rights represented by such connected shareholder shall not be counted in effective voting; a resolution of general meeting shall fully disclose the voting of non-connected shareholders.</p>	<p>(I) Other matters to be concerned in a special resolution of general meeting, which might have major impact if concerned in an ordinary resolution of general meeting, hereunder or under relevant laws or regulations.</p> <p>In particular, when the general meeting considers the purchase or sale of assets, rented or leased assets, gifted assets, connected transactions, external investments, external guarantees or mortgages, financial assistance, claims or debts restructuring, commissioned/entrusted operation or other motions submitted by the acquirer for the purpose of hostile takeover, a resolution shall be validated by at least 3/4 voting rights held by shareholders present at the meeting.</p> <p>Any motion to modify the Article 99 (2) <u>and (3)</u> hereof at the general meeting shall be validated by at least 3/4 voting rights held by present shareholders.</p> <p>A connected shareholder shall not vote in respect of any motion on connected transactions at the general meeting, where the number of shares with voting rights represented by such connected shareholder shall not be counted in effective voting; a resolution of general meeting shall fully disclose the voting of non-connected shareholders.</p>

Article No.	Before amendment	After amendment
Article 88	<p>The list of director candidates or supervisor candidates shall be submitted as motions to the general meeting for voting.</p> <p>The director candidates or supervisor candidates shall be nominated in the following manners and procedures:</p> <p>(1) The current Board of Directors, or the shareholder(s) individually or jointly holding at least 3% shares of the Company for 365 days or longer, may nominate a list of director candidates (excluding independent non-executive directors) or additional director candidates (not more than the number of directors or supervisors to be elected) to the next term of Board of Directors, while the current Board of Directors will review the qualifications, and if the candidates meet the qualifications, the Board of Directors will submit the list to the general meeting for voting.</p> <p>(2) The current Board of Directors, or the shareholder(s) individually or jointly holding at least 3% shares of the Company for 365 days or longer, may nominate a list of supervisor candidates or additional supervisor candidates (not being employee representatives) to the next term of Board of Supervisors, while the current Board of Supervisors will review the qualifications, and if the candidates meet the qualifications, the Board of Supervisors will submit the list to the general meeting for voting. The supervisors being employee representatives will be elected at employee representatives conference, and directly join the Board of Supervisors.</p>	<p>The list of director candidates or supervisor candidates shall be submitted as motions to the general meeting for voting.</p> <p>The director candidates or supervisor candidates shall be nominated in the following manners and procedures:</p> <p>(1) The current Board of Directors, or the shareholder(s) individually or jointly holding at least 3% shares of the Company for 365 days or longer, may nominate a list of director candidates (excluding independent non-executive directors) or additional director candidates (not more than the number of directors or supervisors to be elected) to the next term of Board of Directors, while the current Board of Directors will review the qualifications, and if the candidates meet the qualifications, the Board of Directors will submit the list to the general meeting for voting.</p> <p>(2) The current Board of Directors, or the shareholder(s) individually or jointly holding at least 3% shares of the Company for 365 days or longer, may nominate a list of supervisor candidates or additional supervisor candidates (not being employee representatives) to the next term of Board of Supervisors, while the current Board of Supervisors will review the qualifications, and if the candidates meet the qualifications, the Board of Supervisors will submit the list to the general meeting for voting. The supervisors being employee representatives will be elected at employee representatives conference, and directly join the Board of Supervisors.</p>

Article No.	Before amendment	After amendment
	<p>(3) The current Board of Directors, the Board of Supervisors or the shareholder(s) individually or jointly holding at least 1% shares of the Company for 365 days or longer, may nominate a list of independent non-executive director candidates to the general meeting, while the current Board of Directors will review the qualifications, and if the candidates meet the qualifications, the Board of Directors will submit the list to the general meeting for voting.</p> <p>(4) The above-mentioned motions submitted to the caller of general meeting by the Board of Directors, the Board of Supervisors and the shareholders entitled to nominate shall contain the identity certificate, biography and basic information about the candidates; the Board of Directors shall disclose the detailed information about the candidates before the meeting.</p>	<p>(3) The current Board of Directors, the Board of Supervisors or the shareholder(s) individually or <del>jointly</del> collectively holding at least 1% shares of the Company for 365 days or longer, may nominate a list of independent non-executive director candidates to the general meeting, while the current Board of Directors will review the qualifications, and if the candidates meet the qualifications, the Board of Directors will submit the list to the general meeting for voting.</p> <p>(4) The above-mentioned motions submitted to the caller of general meeting by the Board of Directors, the Board of Supervisors and the shareholders entitled to nominate shall contain the identity certificate, biography and basic information about the candidates; the Board of Directors shall disclose the <del>detailed information</del> biographical details and basic information about the candidates before the meeting.</p>
Addition		<p><u>Article 89 Upon voting on the election of directors and supervisors at the general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</u></p> <p><u>The cumulative voting system referred to in the preceding paragraph means each share, when voting to elect directors or supervisors at the general meeting, carries the number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may concentrate his/her/its voting rights.</u></p>
Addition		<p><u>Article 90 Other than the cumulative voting system, the general meeting shall vote on all proposals one by one. If there are different proposals for the same matter, voting shall be proceeded in the chronological order of the proposals being put forward. Other than special reasons such as force majeure that results in the interruption of the meeting or makes it impossible to come to resolution, the general meeting shall not set aside any proposal and shall vote on them.</u></p>



Article No.	Before amendment	After amendment
Article 93	The voting to a resolution at the general meeting shall be carried out by open ballot, provided that the chair may, in line with the rules of the stock exchange where the shares of the Company are listed, allow the voting to the resolution purely relating to proceeding or administrative matters to be made by a show of hands, in the principle of good faith and credit.	<p><del>The voting to a resolution at the general meeting shall be carried out by open ballot, provided that the chair may, in line with the rules of the stock exchange where the shares of the Company are listed, allow the voting to the resolution purely relating to proceeding or administrative matters to be made by a show of hands, in the principle of good faith and credit.</del></p> <p><u>The general meeting shall be taken by way of registered poll.</u></p>
Deletion	If the matter subject to voting is to elect the chairman or suspend the meeting, such voting shall be made immediately by ballot; for other matters subject to voting, the chairman may decide when to vote, so the meeting can continue, discussing other matters, while the voting results can still be deemed as a resolution passed at the meeting.	
Deletion	At the time of voting, a shareholder or proxy who has two or more votes to cast does not have to cast all votes for or cast all votes against a motion.	
Deletion	In case of a tie, whether by ballot or by show of hands, the chair of meeting may cast one more vote, the final and decisive vote.	

Article No.	Before amendment	After amendment
Article 94	<p>Before voting at general meeting, two shareholder representatives shall be appointed to be counter and scrutineer respectively. If a shareholder is interested in the subject matter, such shareholder or its proxy shall not be appointed as counter or scrutineer.</p> <p>In a voting at general meeting, shareholder representatives and supervisor representatives shall jointly count and scrutinize the votes, and publish the voting results on site. The voting results will be included in the minutes of meeting. If there are any other provisions for the method of counting and scrutinizing the votes under relevant laws, regulations or other normative documents, as well as the rules of the securities regulatory authorities and the stock exchange(s) where the Company's shares are listed, such provisions shall prevail.</p>	<p>Before voting at general meeting, two shareholder representatives shall be appointed to be counter and scrutineer respectively. If a shareholder is interested in the subject matter, such shareholder or its proxy shall not be appointed as counter or scrutineer.</p> <p>In a voting at general meeting, shareholder representatives and supervisor representatives shall jointly count and scrutinize the votes, and publish the voting results on site. The voting results will be included in the minutes of meeting. If there are any other provisions for the method of counting and scrutinizing the votes under relevant laws, regulations or other normative documents, as well as the <del>rules of the securities regulatory authorities and the stock exchange(s)</del> <u>governing rules of the places</u> where the Company's shares are listed, such provisions shall prevail.</p>
Article 95	<p>The ending time of general meeting on site shall not be earlier than that by other means, where the chair of meeting shall announce the voting status and results of every motion, and announce whether the motion is passed or not according to the voting results.</p> <p>The chair of meeting shall decide whether a resolution is passed or not at the general meeting. The decision is the final, conclusive decision, and shall be published on site and recorded in the minutes of meeting.</p> <p>Before publishing the voting results officially, the Company, the counter, the scrutineer, significant shareholders and other stakeholders at the general meeting on site or by other means shall be liable for the confidentiality of such voting.</p>	<p>The ending time of general meeting on site shall not be earlier than that by other means, where the chair of meeting shall announce the voting status and results of every motion, and announce whether the motion is passed or not according to the voting results.</p> <p><del>The chair of meeting shall decide whether a resolution is passed or not at the general meeting. The decision is the final, conclusive decision, and shall be published on site and recorded in the minutes of meeting.</del></p> <p>Before publishing the voting results officially, the Company, the counter, the scrutineer, significant shareholders and other stakeholders at the general meeting on site or by other means shall be liable for the confidentiality of such voting.</p>

Article No.	Before amendment	After amendment
Article 96	<p>Shareholders present at general meeting shall give any of the following opinions to a motion: vote for, vote against, or abstain.</p> <p>The unfilled, wrongly filled, unrecognizable votes, and unvoted votes shall be deemed as abstention by the voter, and the voting result of the number of shares held by such voter shall be counted as “abstention”.</p> <p>If any shareholder is required by the rules of the stock exchange where the shares of the Company are listed to give up its voting rights in respect of a resolution, or if any shareholder is restricted thereby and can only vote for (or against) a resolution, then such shareholder or its proxy in breach of the foregoing requirement or restriction shall not be counted in the voting.</p>	<p>Shareholders present at general meeting shall give any of the following opinions to a motion: vote for, vote against, or abstain.</p> <p>The unfilled, wrongly filled, unrecognizable votes, and unvoted votes shall be deemed as abstention by the voter, and the voting result of the number of shares held by such voter shall be counted as “abstention”.</p> <p>If any shareholder is required by the <del>rules of the stock exchange</del> governing rules of the places where the shares of the Company are listed to give up its voting rights in respect of a resolution, or if any shareholder is restricted thereby and can only vote for (or against) a resolution, then such shareholder or its proxy in breach of the foregoing requirement or restriction shall not be counted in the voting.</p>
Addition		<p><u>Article 101 If the proposal on cash distribution, bonus issue or conversion of capital reserve into share capital is passed at the general meeting, the Company shall implement the specific plan within two months after the conclusion of the general meeting.</u></p>
Deletion	<p>A shareholder who hold different classes of shares is a class shareholder. A class shareholder is entitled and obliged hereunder or under relevant laws and regulations.</p>	
Deletion	<p>Any motion to change or abolish a class shareholder’s rights shall be validated both by a special resolution at the general meeting and by a class general meeting separately called by the affected class shareholders under Article 119 to Article 124 hereof.</p> <p>Upon approval by the securities regulatory authorities under the State Council, where the shareholders of the Company transfer all or part of their unlisted shares to overseas investors and list them on an overseas stock exchange for trading, or convert all or part of their unlisted shares into overseas listed shares and list them on an overseas stock exchange for trading, the Company shall not be deemed to change or nullify the rights of class shareholders.</p>	

Article No.	Before amendment	After amendment
Deletion	<p>Any of the following events is deemed as change or abolition of a class shareholder's rights:</p> <p>(1) The increase or decrease of the number of such class of shares, or the increase or decrease of the number of class shares enjoying equivalent or more voting rights, distribution rights or other privileges than such class of shares;</p> <p>(2) The conversion of all or part of such class of shares into other class, or the conversion of all or part of other class of shares into such class of shares, or grant of conversion rights;</p> <p>(3) The cancellation or decrease of the dividends accrued or generated by such class of shares or the right to cumulative dividends;</p> <p>(4) The decrease or cancellation of the priority right of such class of shares to obtain dividends or property distribution in the liquidation of the Company;</p> <p>(5) The increase, cancellation or decrease of the conversion right, option right, voting right, transfer right, pre-emptive right, and right to obtain company securities of such class of shares;</p> <p>(6) The cancellation or decrease of the right of such class of shares to receive the accounts payable from the Company in specific currency;</p> <p>(7) The establishment of new class of shares enjoying equivalent or more voting right, distribution right or other privileges than such class of shares;</p>	

Article No.	Before amendment	After amendment
	<p>(8) The restrictions on transfer or title of such class of shares or additional restrictions;</p> <p>(9) The right to issue such class or other class of shares subscription right or conversion right;</p> <p>(10) The increase of rights or privileges of other class of shares;</p> <p>(11) The reorganization scheme of the Company that may cause different classes of shareholders to take liabilities disproportionately; and</p> <p>(12) The modification or abolition of any provisions of this section.</p>	
Deletion	<p>The affected class shareholders, with or without voting rights at general meeting previously, shall have the voting rights at class general meeting in respect of any matter under Article 118 (2) to (8), (11) to (12) hereof, but the interested shareholder(s) shall have no voting rights at class general meeting.</p> <p>The aforesaid “interested shareholder(s)” mean:</p> <p>(1) The controlling shareholder defined under Article 58 hereof, in the event the Company issues repurchase offers to entire shareholders in proportion to their shareholding percentages under the Articles of Association, or the Company buys back its shares through open trading at the Hong Kong Stock Exchange;</p>	

Article No.	Before amendment	After amendment
	<p>(2) The shareholder(s) related to the agreement by which the Company buys back its shares outside the Hong Kong Stock Exchange under the Articles of Association; or</p> <p>(3) The shareholder(s) assuming liabilities in lower percentage than other shareholders of the same class or having different interests with other shareholders of the same class.</p>	
Deletion	A resolution at class general meeting shall be validated by at least two thirds (2/3) of shares with voting rights present at the class general meeting under Article 119 hereof.	
Deletion	Notice of a class general meeting only needs to be given to shareholders entitled to vote thereat.	
Deletion	A class general meeting shall be conducted in a manner as similar as possible to that of a general meeting. The provisions of the Articles of Association relating to the procedures of general meetings shall apply to class general meetings.	
Deletion	Except for the holders of other class of shares, the holders of domestic shares and the holders of overseas listed foreign shares are deemed as different classes of shareholders.	

Article No.	Before amendment	After amendment
Deletion	<p>The following events don't apply to the special voting procedures for class shareholders:</p> <p>(1) With approval by a special resolution at general meeting, the Company shall issue domestic shares and overseas listed foreign shares separately or jointly every twelve (12) months, and the number of domestic shares (or overseas listed foreign shares) to be issued shall not exceed 20% of such class of shares in issue;</p> <p>(2) The plan of issuing domestic shares or overseas listed foreign shares at the time of company establishment is accomplished within fifteen (15) months from the date of approval by securities regulatory authorities by the State Council;</p> <p>(3) With the approval by securities regulatory authorities by the State Council, the domestic shareholders of the Company transfer their shares to overseas investors, which are listed on an overseas stock exchange;</p> <p>(4) Other circumstances stipulated by laws, regulations, the governing rules of the places where the shares of the Company are listed or the Articles of Association.</p>	
Article 102	<p>...</p> <p>A director does not have to hold any shares in the Company.</p>	<p>...</p> <p><del>A director does not have to hold any shares in the Company.</del></p>

Article No.	Before amendment	After amendment
Article 103	<p>A director whose term is not expiring shall be liable for any loss incurred by the Company due to its unauthorized leave or resignation from the Company.</p> <p>Subject to relevant laws, regulations and the Articles of Association, the general meeting may dismiss any non-expiring director, provided that the general meeting shall not dismiss a director without a justifiable reason, and such dismissal shall not influence such director's claim for damages by any contract.</p> <p>If a director fails to attend the Board meeting by person or by proxy twice, it will be deemed as inability to perform duties, then the Board of Directors may propose a replacement of such director to the general meeting.</p>	<p><u>Directors may be concurrently held by the general manager or other senior management, but the directors who concurrently serve as the general manager or other senior management and the directors who are employee representatives shall not exceed one-half of the total number of directors of the Company.</u> A director whose term is not expiring shall be liable for any loss incurred by the Company due to its unauthorized leave or resignation from the Company.</p> <p>Subject to relevant laws, regulations and the Articles of Association, the general meeting may dismiss any non-expiring director, provided that the general meeting shall not dismiss a director without a justifiable reason, and such dismissal shall not influence such director's claim for damages by any contract.</p> <p>If a director fails to attend the Board meeting by person or by proxy twice, it will be deemed as inability to perform duties, then the Board of Directors may propose a <u>dismissal and</u> replacement of such director to the general meeting.</p>
Deletion	<p>A director shall observe the laws, regulations and the Articles of Association, meet the requirements for skills, care and diligence, and have the following duties of diligence to the Company:</p> <p>(1) Prudently, carefully and diligently exercise the rights conferred by the Company, in the overall interests of the Company, ensure that the Company's business behavior complies with the requirements of national laws, regulations and national economic policies, and its business activities do not exceed business scope defined in the business license;</p>	



Article No.	Before amendment	After amendment
	<p>(2) Treat all shareholders fairly and act with due purpose;</p> <p>(3) Keep abreast of the Company’s business operation and management status, responsible to the Company for the use or abuse of the Company’s assets;</p> <p>(4) Sign a written confirmation on the Company’s periodic report;</p> <p>(5) Provide relevant information and materials to the Board of Supervisors truthfully, and shall not hinder supervisors or the Board of Supervisors from exercising their functions and powers;</p> <p>(6) Avoid actual and potential conflicts of interests and positions;</p> <p>(7) Fully and fairly disclose its rights and interests in contracts with the Company;</p> <p>(8) Act with due skill, care and diligence to the extent that others would reasonably expect a person of the same knowledge and experience to hold a directorship of the Company; and</p> <p>(9) Other duties of diligence under the laws, regulations and the Articles of Association.</p>	
Article 104	<p>The directors shall abide by laws, regulations, governing rules of the places where the shares of the Company are listed and the Articles of Association and shall perform their obligations faithfully.</p> <p>No director shall act on behalf of the Company or the Board of Directors in his/ her personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a director is acting in his/ her personal capacity, but may be reasonably deemed to be acting on behalf of the Company or the Board of Directors by a third party, such director shall state his/her stance and capacity in advance.</p>	<p><del>The directors shall abide by laws, regulations, governing rules of the places where the shares of the Company are listed and the Articles of Association and shall perform their obligations faithfully.</del></p> <p>No director shall act on behalf of the Company or the Board of Directors in his/ her personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a director is acting in his/ her personal capacity, but may be reasonably deemed to be acting on behalf of the Company or the Board of Directors by a third party, such director shall state his/her stance and capacity in advance.</p>

Article No.	Before amendment	After amendment
Article 112	<p>The Board of Directors shall exercise the following functions and powers to:</p> <p>...</p> <p>The above resolutions of the Board of Directors shall be validated by the majority of directors, except that the resolutions under Article 136 (6), (7), (8) or (14) shall be validated by at least two thirds (2/3) of directors.</p> <p>...</p>	<p>The Board of Directors shall exercise the following functions and powers to:</p> <p>...</p> <p><del>The above resolutions of the Board of Directors shall be validated by the majority of directors, except that the resolutions under Article 136 (6), (7), (8) or (14) shall be validated by at least two thirds (2/3) of directors.</del></p> <p>...</p>
Deletion	<p>When the Board of Directors disposes of fixed assets, if the sum of the expected value of the fixed assets to be disposed of and the value of the fixed assets disposed of within four (4) months before the proposed disposal exceeds 33% of the value of the fixed assets shown on the balance sheet recently reviewed by the general meeting, then the Board of Directors shall not dispose of or agree to dispose of the fixed assets without the approval of the general meeting.</p> <p>The “disposal of fixed assets” herein includes the transfer of certain asset rights and interests, but does not include the act of providing security with fixed assets.</p> <p>The validity of the transaction in which the Company disposes of fixed assets shall not be affected by the violation of the first paragraph of this article.</p>	

Article No.	Before amendment	After amendment
Article 120	<p>To hold a regular meeting, the Board of Directors shall send a 14-day prior notice in writing; to hold an extraordinary meeting, the Board of Directors shall send a 5-day prior notice in writing. The notice of meeting shall specify:</p> <p>(1) The date and place of meeting;</p> <p>(2) The duration of the meeting;</p> <p>(3) The reasons and subjects; and</p> <p>(4) The name, telephone number or other contact information of the contact person.</p>	<p>To hold a regular meeting, the Board of Directors shall send a 14-day prior notice in writing; to hold an extraordinary meeting, the Board of Directors shall send a 5-day prior notice in writing. The notice of meeting shall specify:</p> <p>(1) The date and place of meeting;</p> <p>(2) The duration of the meeting;</p> <p>(3) The reasons and subjects; and</p> <p>(4) <del>The name, telephone number or other contact information of the contact person</del> <u>date of notice.</u></p> <p><u>The above notice period may be waived at the discretion of the Board of Directors. Any directors and supervisors present at the meeting who do not raise any objection to their non-receipt of the notice before or at the beginning of the meeting shall be deemed to have received the notice of meeting.</u></p>
Deletion	<p>The above notice period may be waived at the discretion of the Board of Directors. Any director or supervisor present at the meeting who do not object to their non-receipt of notice before or at the beginning of the meeting shall be deemed to have received the notice of the meeting.</p>	
Article 121	<p>A meeting of the Board of Directors can only be held when the majority of directors are present. Unless otherwise provided by the Articles of Association, resolutions made by the Board of Directors shall be validated by the majority of directors.</p> <p>One director may cast one vote in respect of a resolution at the Board meeting.</p> <p>At a tie of votes, the chairman of Board may cast the final, decisive vote.</p>	<p>A meeting of the Board of Directors can only be held when the majority of directors are present. Unless otherwise provided by the Articles of Association, resolutions made by the Board of Directors shall be validated by the majority of directors.</p> <p>One director may cast one vote in respect of a resolution at the Board meeting.</p> <p><del>At a tie of votes, the chairman of Board may cast the final, decisive vote.</del></p>

Article No.	Before amendment	After amendment
Deletion	All reasonable expenses related to directors' participation in Board meetings shall be fully borne by the Company. the Company shall provide directors with the greatest disclaimer of liabilities permitted by applicable laws, including but not limited to, liability for indemnification of directors against third parties for the performance of their duties.	
Deletion	The Articles of Association concerning directors' fiduciary duty and Article 127 (4)-(6) concerning duty of diligence are also applicable to senior management.	
Article 131	<p>The general manager shall be responsible to the Board of Directors and exercise the following functions and powers:</p> <p>...</p> <p>The general manager shall attend the meeting of the Board of Directors; if the general manager does not serve as a director of the Company, he shall not have the right to vote at the meeting of the Board of Directors.</p>	<p>The general manager shall be responsible to the Board of Directors and exercise the following functions and powers:</p> <p>...</p> <p><del>The general manager shall attend the meeting of the Board of Directors; if the general manager does not serve as a director of the Company, he shall not have the right to vote at the meeting of the Board of Directors.</del></p>
Deletion	The general manager shall, at the requirements of the Board of Directors, timely report to the Board of Directors the signing and performance of the Company's major contracts, the use of its own funds and major emergencies, and the general manager shall ensure the authenticity of the report.	
Deletion	The general manager leads the management to develop the Company's annual business plan and financial budget, and submit to the Board of Directors and the general meeting for consideration. Upon review and approval, the management shall carry out and implement the business plan and financial budget. In terms of the Company's development goals, business model, business development and performance appraisal methods and other daily operations, the general manager shall follow the annual plan confirmed by the Board of Directors, market rules and corporate strategic planning.	

Article No.	Before amendment	After amendment
Article 136	<p>The secretary is a senior officer of the Company, appointed by the Board of Directors, and responsible to the Board of Directors. The secretary shall be a natural person with necessary professional knowledge and experience.</p> <p>The secretary shall:</p> <p>...</p> <p>The secretary shall abide by relevant laws, regulations and the Articles of Association.</p>	<p>The secretary is a senior officer of the Company, appointed by the Board of Directors, and responsible to the Board of Directors. The secretary shall be a natural person with necessary professional knowledge and experience.</p> <p>The secretary shall:</p> <p>...</p> <p><del>The secretary shall abide by relevant laws, regulations and the Articles of Association.</del></p>
Article 137	<p>A director or other senior management of the Company may serve as secretary to the Board of Directors. The accountant of the accountant firm engaged by the Company shall not serve as secretary.</p> <p>When the secretary is also a director, if a certain act should be performed by the director and the secretary respectively, such person shall not act in dual capacities.</p>	<p>A director or other senior management of the Company may serve as secretary to the Board of Directors. The accountant of the accountant firm engaged by the Company shall not serve as secretary.</p> <p><del>When the secretary is also a director, if a certain act should be performed by the director and the secretary respectively, such person shall not act in dual capacities.</del></p>
Deletion	<p>A supervisor shall abide by laws, regulations and the Articles of Association, have the duty of loyalty and diligence to the Company, faithfully perform its duties, and shall not use its power to accept bribes or other illegal income, and shall not embezzle the properties of the Company.</p>	
Article 142	<p>A supervisor may attend a meeting of the Board of Directors, and make inquiries or suggestions on the subject of resolution at the Board of Directors.</p>	<p>A supervisor may attend a meeting of the Board of Directors, and make inquiries or suggestions on the subject of resolution at the Board of Directors. <u>A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation periodic reports.</u></p>

Article No.	Before amendment	After amendment
Article 145	<p>There is a Board of Supervisors in the Company, which is composed of four (4) supervisors, who are shareholder representatives and employee representatives. Of them, two (2) supervisors are shareholder representatives, who are elected by the general meeting; two (2) supervisors are employee representatives, who are democratically elected or replaced by employees of the Company. There is a chairman of the Board of Supervisors, who shall be elected or removed by more than two thirds (2/3) of entire supervisors. The chairman shall call and chair the meeting of the Board of Supervisors; if the chairman is unable or fails to perform its duties, a supervisor jointly nominated by the majority of supervisors shall call and chair the meeting of the Board of Supervisors.</p>	<p>There is a Board of Supervisors in the Company, which is composed of four (4) supervisors, who are shareholder representatives and employee representatives. Of them, two (2) supervisors are shareholder representatives, who are elected by the general meeting; two (2) supervisors are employee representatives, who are democratically elected or replaced by employees of the Company. There is a chairman of the Board of Supervisors, who shall be elected or removed by <del>more than two thirds (2/3)</del> <u>a majority</u> of entire supervisors. The chairman shall call and chair the meeting of the Board of Supervisors; if the chairman is unable or fails to perform its duties, a supervisor jointly nominated by the majority of supervisors shall call and chair the meeting of the Board of Supervisors.</p>
Article 146	<p>The Board of Supervisors shall be responsible for and report to the general meeting, and shall exercise the powers to:</p> <ol style="list-style-type: none"> <li>(1) Review the periodic reports prepared by the Board of Directors and give written review opinions;</li> <li>(2) Check the Company's finances;</li> <li>(3) Supervise the performance of directors and senior management, and propose the removal of a director or senior management who violates the laws, regulations, the Articles of Association or the resolutions of the general meeting;</li> <li>(4) Require the director or supervisor to make corrections who acts against the interests of the Company;</li> <li>(5) Propose an extraordinary general meeting, call and chair the general meeting when the Board of Directors fails to perform the duties of calling or chairing the general meeting under the Company Law;</li> <li>(6) Put forward motions to the general meeting;</li> </ol>	<p>The Board of Supervisors shall be responsible for and report to the general meeting, and shall exercise the powers to:</p> <ol style="list-style-type: none"> <li>(1) Review the periodic reports prepared by the Board of Directors and give written review opinions;</li> <li>(2) Check the Company's finances;</li> <li>(3) Supervise the performance of directors and senior management, and propose the removal of a director or senior management who violates the laws, regulations, the Articles of Association or the resolutions of the general meeting;</li> <li>(4) Require the director or supervisor to make corrections who acts against the interests of the Company;</li> <li>(5) Propose an extraordinary general meeting, call and chair the general meeting when the Board of Directors fails to perform the duties of calling or chairing the general meeting under the Company Law;</li> <li>(6) Put forward motions to the general meeting;</li> </ol>

Article No.	Before amendment	After amendment
	<p>(7) Institute legal proceedings against a director or senior management in accordance with the Company Law;</p> <p>(8) Check the financial report, business report, profit distribution plan and other financial information that the Board of Directors intends to submit to the general meeting, and if any doubt is found, engage a certified public accountant or a practicing auditor in the name of the Company, to assist in the review;</p> <p>(9) Conduct an investigation to any abnormality found in the Company’s business operation; if necessary, may engage an accountant firm, a law firm and other professional agencies to assist its work, at the expenses of the Company; and</p> <p>(10) Other powers conferred by laws, regulations or the Articles of Association.</p>	<p>(7) Institute legal proceedings against a director or senior management in accordance with the Company Law;</p> <p><del>(8) Check the financial report, business report, profit distribution plan and other financial information that the Board of Directors intends to submit to the general meeting, and if any doubt is found, engage a certified public accountant or a practicing auditor in the name of the Company, to assist in the review;</del></p> <p>(9<del>8</del>) Conduct an investigation to any abnormality found in the Company’s business operation; if necessary, may engage an accountant firm, a law firm and other professional agencies to assist its work, at the expenses of the Company; and</p> <p>(10<del>9</del>) Other powers conferred by laws, regulations or the Articles of Association.</p>
Article 148	<p>Notices of regular meetings of the Board of Supervisors shall be served to all supervisors in writing ten (10) days before the meetings are convened. Notices of the extraordinary meetings of the Board of Supervisors shall be served to all supervisors in writing five (5) days before the meetings are convened. The notice of meeting shall specify the date, place, duration of the meeting, subject of consideration at the meeting, the name, telephone number or other contact information of contact person etc.</p>	<p>Notices of regular meetings of the Board of Supervisors shall be served to all supervisors in writing ten (10) days before the meetings are convened. Notices of the extraordinary meetings of the Board of Supervisors shall be served to all supervisors in writing five (5) days before the meetings are convened. <del>The notice of meeting shall specify the date, place, duration of the meeting, subject of consideration at the meeting, the name, telephone number or other contact information of contact person etc.</del></p> <p><u>The notice of meeting of the Board of Supervisors shall specify:</u></p> <p><u>(1) The date, place and duration of meeting;</u></p> <p><u>(2) The reasons and subjects; and</u></p> <p><u>(3) The date of notice.</u></p> <p><u>The above notice period may be waived at the discretion of the Board of Supervisors. Any supervisors present at the meeting who do not raise any objection to their non-receipt of the notice before or at the beginning of the meeting shall be deemed to have received the notice of meeting.</u></p>

Article No.	Before amendment	After amendment
Deletion	The above notice period may be waived by the Board of Supervisors the case may be. Any supervisor present at the meeting without objecting to its non-receipt of notice before or at the beginning of the meeting shall be deemed to have received the notice of meeting.	
Article 149	<p>The resolution of the Board of Supervisors shall be voted on the basis of one person, one vote.</p> <p>A resolution of the Board of Supervisors shall be validated by more than two thirds (2/3) of the supervisors.</p>	<p>The resolution of the Board of Supervisors shall be voted on the basis of one person, one vote.</p> <p>A resolution of the Board of Supervisors shall be validated by <del>more than two thirds (2/3)</del> <u>a majority</u> of the supervisors.</p>
Article 155	<p>A person in any of the following events shall not serve as director, supervisor, general manager or other senior management of the Company:</p> <p>(1) Incapacity for civil conduct or limited capacity for civil conduct;</p> <p>(2) Not more than five (5) years after expiry of the sentence to a criminal penalty for corruption, bribery, embezzlement, misappropriation of properties or disrupting the order of the socialist market economy; or not more than five (5) years after expiry of the deprivation of political rights due to a crime;</p> <p>(3) Not more than three (3) years after the bankruptcy, liquidation or winding up of a company or enterprise in which it served as director or factory director or manager, and is personally liable for the bankruptcy of such company or enterprise;</p> <p>(4) Not more than three (3) years after the business license revocation of a company or enterprise (that is ordered to wind up, whose business license is thus revoked) in which it served as the legal representative and is personally liable for such revocation;</p>	<p>A person in any of the following events shall not serve as director, supervisor, general manager or other senior management of the Company:</p> <p>(1) Incapacity for civil conduct or limited capacity for civil conduct;</p> <p>(2) Not more than five (5) years after expiry of the sentence to a criminal penalty for corruption, bribery, embezzlement, misappropriation of properties or disrupting the order of the socialist market economy; or not more than five (5) years after expiry of the deprivation of political rights due to a crime;</p> <p>(3) Not more than three (3) years after the bankruptcy, liquidation or winding up of a company or enterprise in which it served as director or factory director or manager, and is personally liable for the bankruptcy of such company or enterprise;</p> <p>(4) Not more than three (3) years after the business license revocation of a company or enterprise (that is ordered to wind up, whose business license is thus revoked) in which it served as the legal representative and is personally liable for such revocation;</p>



Article No.	Before amendment	After amendment
	<p>(5) Individual debts in a considerable amount not repaid upon maturity;</p> <p>(6) Punished by the securities regulatory authorities by the State Council, prohibited from entry into securities market, with the time limit not expired;</p> <p>(7) Outstanding case under investigation for violating the criminal law;</p> <p>(8) Not a natural person;</p> <p>(9) Not more than five (5) years after it's found by competent authority that it violated the relevant securities laws and regulations and involved fraudulent or dishonest conduct; or</p> <p>(10) Others under the laws and regulations.</p> <p>If a director, supervisor, general manager or other senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. A director, supervisor, general manager or other senior management in any of the foregoing events during its term of office shall be dismissed by the Company.</p>	<p>(5) Individual debts in a considerable amount not repaid upon maturity;</p> <p>(6) Punished by the securities regulatory authorities by the State Council, prohibited from entry into securities market, with the time limit not expired; <u>or</u></p> <p><del>(7) Outstanding case under investigation for violating the criminal law;</del></p> <p><del>(8) Not a natural person;</del></p> <p><del>(9) Not more than five (5) years after it's found by competent authority that it violated the relevant securities laws and regulations and involved fraudulent or dishonest conduct; or</del></p> <p><del>(10) Others under the laws and regulations and</del> <u>regulatory rules of the place where the Company's shares are listed.</u></p> <p>If a director, supervisor, general manager or other senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. A director, supervisor, general manager or other senior management in any of the foregoing events during its term of office shall be dismissed by the Company.</p>
Deletion	The effectiveness of a director, general manager or other senior management's actions on behalf of the Company to a bona fide third party will not be affected by any irregularities in its appointment, election or qualifications.	

Article No.	Before amendment	After amendment
Deletion	<p>In addition to the obligations under the laws, regulations or local stock exchange listing rules, a director, supervisor, general manager or other senior management shall, when exercising the powers entrusted by the Company, shall also have the following obligations to each shareholder:</p> <p>(1) Shall not allow the Company to go beyond the business scope specified in the business license;</p> <p>(2) Shall act in good faith in the best interests of the Company;</p> <p>(3) Shall not deprive the Company of property in any form, including (but not limited to) opportunities beneficial to the Company; and</p> <p>(4) Shall not deprive a shareholder of its personal rights and interests, including (but not limited to) distribution rights and voting rights, but excluding the proposal of reorganization submitted to the general meeting for approval in accordance with the Articles of Association.</p>	
Deletion	<p>A director, supervisor, general manager or other senior management of the Company shall take the same care, diligence and expertise in exercising its rights or performing its obligations as a reasonably prudent person would take for what is supposed to be done in similar circumstances.</p>	

Article No.	Before amendment	After amendment
Deletion	<p>A director, supervisor, general manager or other senior management of the Company shall abide by the principle of good faith when performing its duties, and shall not put itself in a situation its own interests may conflict with its obligations. This principle includes (but is not limited to) fulfilling the following obligations:</p> <p>(1) Act faithfully in the best interests of the Company;</p> <p>(2) Exercise its powers within the terms of reference, without exceeding its powers;</p> <p>(3) Personally exercise the discretionary power granted, and shall not be manipulated by others; without the permission of laws and regulations or the informed consent of the general meeting, the discretionary power shall not be transferred to others;</p> <p>(4) Shareholders of the same class shall be treated equally, and shareholders of different classes shall be treated fairly;</p> <p>(5) Shall not enter into contracts, transactions or arrangements with the Company, unless otherwise required herein or otherwise approved by the general meeting knowingly;</p> <p>(6) Shall not use the Company's properties in any form to seek benefits for its own, without the informed consent of the general meeting;</p>	

Article No.	Before amendment	After amendment
	<p>(7) Shall not use its power to accept bribes or other illegal income, and not misappropriate the Company's properties in any form, including (but not limited to) opportunities that are beneficial to the Company;</p> <p>(8) Shall not accept commissions related to company transactions without the informed consent of the general meeting;</p> <p>(9) Follow the Articles of Association, faithfully perform its duties, safeguard the interests of the Company, and shall not use its position and authority in the Company to seek personal gain for its own;</p> <p>(10) Shall not compete with the Company in any form without the informed consent of the general meeting;</p> <p>(11) Shall not embezzle the Company's funds, shall not open an account to store the Company's assets or funds in the name of itself or other person; without the consent of the general meeting or the Board of Directors, shall not lend the Company's funds to others or provide security for shareholders or other individuals with the Company's properties, in violation of the Articles of Association;</p>	

Article No.	Before amendment	After amendment
	<p>(12) Without the informed consent of the general meeting, shall not disclose the confidential information concerning the Company obtained during its tenure; and shall not use the information unless it is for the benefit of the Company; however, it may disclose the information local court or other competent governmental authority in any of the following circumstances:</p> <ul style="list-style-type: none"> <li>a. as required by laws;</li> <li>b. required by public interests;</li> <li>c. required by the interests of a director, supervisor, general manager or other senior management.</li> </ul> <p>The income obtained by the person mentioned above in violation of the provisions of this article shall belong to the Company, who shall be liable for any losses incurred by the Company.</p>	

Article No.	Before amendment	After amendment
Deletion	<p>A director, supervisor, general manager or other senior management of the Company shall not instruct the following persons or entities (“<b>related persons</b>”) to do what the director, supervisor, general manager or other senior management cannot do:</p> <p>(1) The spouse or minor child(ren) of any director, supervisor, general manager or other senior management of the Company;</p> <p>(2) Any director, supervisor, general manager or other senior management of the Company or the trustees of the persons mentioned in Article 193 (1);</p> <p>(3) Any director, supervisor, general manager or other senior management of the Company or partners of the persons mentioned in Article 193 (1) or (2);</p> <p>(4) A company which is in fact independently controlled by a director, supervisor, general manager or other senior management of the Company, or is in contact with the persons mentioned in Article 193 (1), (2) or (3), or a company de facto jointly controlled by other director, supervisor, general manager or other senior management of the Company; and</p> <p>(5) Any director, supervisor, general manager or other senior management of the controlled company under Article 193 (4).</p>	

Article No.	Before amendment	After amendment
Addition		<p data-bbox="901 172 1469 353"><u>Article 157 A director shall abide by the laws, regulations and the Articles of Association, comply with the required skills, duties of care and diligence, and have the following duties of diligence to the Company:</u></p> <p data-bbox="901 395 1469 689"><u>(1) Exercise the rights conferred by the Company cautiously, conscientiously and diligently, act on the premise of the Company’s overall interests, so as to ensure that the Company’s commercial behavior complies with the requirements of national laws, regulations and various national economic policies, and that commercial activities do not exceed the business scope specified in the operating license;</u></p> <p data-bbox="901 732 1469 804"><u>(2) Treat all shareholders fairly and with proper purpose;</u></p> <p data-bbox="901 846 1469 991"><u>(3) Keep abreast of the Company’s business operation and management status, and be responsible to the Company for the use or abuse of the Company’s assets;</u></p> <p data-bbox="901 1034 1469 1106"><u>(4) Sign written confirmation on the Company’s periodic reports;</u></p> <p data-bbox="901 1149 1469 1293"><u>(5) Truthfully provide relevant information and materials to the Board of Supervisors, and not hinder the Board of Supervisors or supervisors from exercising their functions and powers;</u></p> <p data-bbox="901 1336 1469 1408"><u>(6) Avoid actual and potential conflicts of interests and duties;</u></p> <p data-bbox="901 1451 1469 1523"><u>(7) Fully and fairly disclose his/her rights and interests in contracts with the Company;</u></p> <p data-bbox="901 1566 1469 1710"><u>(8) Exercise the degree of skill, care and diligence that could reasonably be expected of a person of similar knowledge and experience who holds office as a director of the Company; and</u></p> <p data-bbox="901 1753 1469 1847"><u>(9) Other due diligence obligations stipulated by laws, regulations, regulatory rules of the place where the shares are listed and the Articles of Association.</u></p>

Article No.	Before amendment	After amendment
Addition		<p data-bbox="901 165 1469 342"><u>Article 158 A director shall abide by the laws, regulations, regulatory rules of the place where the Company’s shares are listed and the Articles of Association, and have the following fidelity duties to the Company:</u></p> <p data-bbox="901 385 1469 491"><u>(1) Not to take advantage of power to accept bribes or other illegal income, and shall not embezzle the Company’s property;</u></p> <p data-bbox="901 534 1401 566"><u>(2) Not to misappropriate the Company’s funds;</u></p> <p data-bbox="901 608 1469 715"><u>(3) Not to place the Company’s assets or funds in accounts opened in his/her own name or names of other individuals;</u></p> <p data-bbox="901 757 1469 934"><u>(4) Not to violate the provisions of the Articles of Association by lending the Company’s funds to others or providing guarantees for others with the Company’s property without the approval by the general meeting or the Board of Directors;</u></p> <p data-bbox="901 976 1469 1108"><u>(5) Not to enter into contracts or conduct transactions with the Company in violation of the provisions of the Articles of Association or without the consent of the general meeting;</u></p> <p data-bbox="901 1151 1469 1364"><u>(6) Not to take advantage of the convenience of his/her position to seek business opportunities that shall belong to the Company for himself/herself or others, or operate the same kind of business as the Company for himself/herself or others without the consent of the general meeting;</u></p> <p data-bbox="901 1406 1469 1470"><u>(7) Not to accept commissions from transactions with the Company as his/her own;</u></p> <p data-bbox="901 1513 1469 1576"><u>(8) Not to disclose the Company’s secrets without authorization;</u></p> <p data-bbox="901 1619 1469 1683"><u>(9) Not to use his/her affiliated relationship to harm the interests of the Company; and</u></p>



Article No.	Before amendment	After amendment
		<p><u>(10) Other fidelity duties stipulated in laws, regulations, regulatory rules of the place where the shares are listed and the Articles of Association.</u></p> <p><u>The income obtained by a director in violation of the provisions of this article shall belong to the Company; if losses are incurred to the Company, he/she shall be liable for compensation.</u></p>
Addition		<p><u>Article 159 A supervisor shall abide by laws, regulations and the Articles of Association, have loyalty and diligence obligations to the Company, faithfully perform supervisory duties, and shall not take advantage of his/her power to accept bribes or other illegal income, or embezzle the Company's property.</u></p>
Addition		<p><u>Article 160 Senior management personnel shall perform corresponding obligations of loyalty, integrity and diligence in accordance with laws, regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association.</u></p> <p><u>The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If the Company's senior management personnel cause damage to the interests of the Company and public shareholders due to failure to faithfully perform their duties or breach of fiduciary obligations, they shall be liable for compensation in accordance with the laws.</u></p>
Deletion	<p>A director, supervisor, general manager or other senior management's liabilities arising from its breach of a specific obligation may be relieved by the general meeting knowingly, except for the events in Article 57 hereof.</p>	
Deletion	<p>If a director, supervisor, general manager or other senior management of the Company sends a notice in writing to the Board of Directors before the Company considers entering into relevant contracts, transactions and arrangements for the first time, stating that due to the contents listed in the notice, it is interested in the contracts, transactions and arrangements the Company will enter into subsequently. The said director, supervisor, general manager or other senior management shall be deemed to have made the foregoing disclosure within the scope specified in the notice.</p>	

Article No.	Before amendment	After amendment
Deletion	The Company shall not pay taxes in any way for any director, supervisor, general manager or other senior management.	
Deletion	<p>The foregoing provisions shall not apply to the following events:</p> <p>(1) The Company provides loans or loan guarantees to its subsidiaries;</p> <p>(2) The Company provides loans, loan guarantees or other funds to any director, supervisor, general manager or other senior management of the Company in accordance with the employment contract approved by the general meeting, so that it may pay the costs for the purpose of the Company or for the performance of its corporate duties; and</p> <p>(3) If the normal business scope of the Company expands to include the provision of loans and loan guarantees, the Company may provide loans and loan guarantees to any director, supervisor, general manager or other senior management and its related persons, under normal business conditions.</p>	
Deletion	When the Company provides a loan in violation of the preceding article, regardless of the conditions of the loan, the person who receives the money shall repay it immediately.	

Article No.	Before amendment	After amendment
Deletion	<p>The loan guarantees provided by the Company in violation of Article 199 (1) shall not be enforceable to the Company, with the following exceptions:</p> <p>(1) The provision of loans to a director, supervisor, general manager or other senior management of the Company or its controlling shareholder is not known by the lender; and</p> <p>(2) The collateral provided by the Company has been legally sold by the lender to a bona fide purchaser.</p>	
Deletion	<p>The above-mentioned “guarantees” includes the act of the guarantor assuming responsibility or providing property to guarantee the obligor’s performance of obligations.</p>	
Deletion	<p>When a director, supervisor, general manager or other senior management violates its obligations to the Company, then in addition to the rights and remedies under the relevant laws and regulations, the Company has the right to:</p> <p>(1) Hold the director, supervisor, general manager or other senior management liable for any losses incurred by the Company due to its negligence;</p> <p>(2) Cancel any contracts or transactions between the Company and the director, supervisor, general manager or other senior management, as well as any contracts or transactions between the Company and a third party (when the third party knows or should know that the director, supervisor, general manager or other senior management representing the Company has violated its obligations to the Company);</p>	

Article No.	Before amendment	After amendment
	<p>(3) Require the director, supervisor, general manager or other senior management to hand over the proceeds from such violation;</p> <p>(4) Recover the amounts received by the director, supervisor, general manager or other senior management that should have been received by the Company, including (but not limited to) commissions;</p> <p>(5) Require the director, supervisor, general manager or other senior management to refund the interest earned or likely to be earned on the funds that should have been handed over to the Company.</p>	
Deletion	<p>The Company shall enter into a written contract with the every director or supervisor concerning remuneration matters, with prior approval of the general meeting. The remuneration matters shall include:</p> <p>(1) The remuneration of a director, supervisor or senior management of the Company;</p> <p>(2) The remuneration of a director, supervisor or senior management of the Company's subsidiaries;</p> <p>(3) The remuneration for providing other services for the management of the Company and its subsidiaries; and</p> <p>(4) The compensation received by the director or supervisor due to loss of position or retirement.</p> <p>Except according to the said contract, a director or supervisor shall not file a lawsuit against the Company for the benefits it should have obtained for the foregoing matters.</p>	

Article No.	Before amendment	After amendment
Deletion	<p>The contract between the Company and a director or supervisor concerning remuneration shall provide that at the time of acquisition of the Company, the director or supervisor, with prior approval of general meeting, has the right to compensation or other payments for employment or retirement. The expression “acquisition of the Company” mentioned above refers to one of the following events:</p> <p>(1) Any person makes a takeover offer to all shareholders;</p> <p>(2) Any person makes a takeover offer, in order to make the offeror the controlling shareholder. The definition of controlling shareholder is the same as that in Article 58 hereof.</p> <p>If the said director or supervisor fails to comply with this article, any amount received shall belong to the person who has sold its shares by accepting the aforesaid offer, and such director or supervisor shall bear the expenses incurred in distributing such amount in proportion, which shall not be deducted from such amount.</p>	

Article No.	Before amendment	After amendment
Article 162	<p>The Company shall enter into a written contract with each director, supervisor, general manager and other senior management, which shall at least include the following provisions:</p> <p>(1) Every director, supervisor, general manager or other senior management shall represent to the Company that it will follow the Company Law, the Special Provisions, the Articles of Association, the Code on Takeovers and Mergers and Share Repurchases, among other rules stipulated by the Hong Kong Stock Exchange, and agree that the Company will enjoy the remedies hereunder, and that neither this contract nor his/her position shall be assigned;</p> <p>(2) Every director, supervisor, general manager or other senior management shall represent to the Company that it will follow and perform its responsibilities to shareholders as required herein;</p> <p>(3) Arbitration clauses contained herein or in the Hong Kong Listing Rules.</p>	<p>The Company shall enter into a written contract with each director, supervisor, general manager and other senior management, which shall at least include the following provisions:</p> <p>(1) Every director, supervisor, general manager or other senior management shall represent to the Company that it will follow the Company Law, <del>the Special Provisions,</del> the Articles of Association, the Code on Takeovers and Mergers and Share Repurchases, among other rules stipulated by the Hong Kong Stock Exchange, and agree that the Company will enjoy the remedies hereunder, and that neither this contract nor his/her position shall be assigned;</p> <p>(2) Every director, supervisor, general manager or other senior management shall represent to the Company that it will follow and perform its responsibilities to shareholders as required herein;</p> <p><del>(3) Arbitration clauses contained herein or in the Hong Kong Listing Rules.</del></p>
Article 164	<p>A financial year for the Company is the Gregorian calendar year, that is, from 1 January to 31 December of the Gregorian calendar. The Company shall prepare the annual report within 120 days from the end of each financial year.</p> <p>The above reports are prepared in accordance with relevant laws and regulations.</p>	<p>A financial year for the Company is the Gregorian calendar year, that is, from 1 January to 31 December of the Gregorian calendar. The Company shall <u>timely</u> prepare the annual report <del>within 120 days</del> from the end of each financial year <u>in accordance with the requirements of relevant laws, regulations and regulatory rules of the place where the shares are listed.</u></p> <p><del>The above reports are prepared in accordance with relevant laws and regulations.</del></p>
Article 165	<p>The Board of Directors shall, at each annual general meeting, submit to the financial reports prepared by the Company as required by relevant laws, regulations, normative documents issued by local governments and competent authorities.</p>	<p>The Board of Directors shall, at each annual general meeting, submit to the financial reports prepared by the Company as required by relevant laws, regulations, normative documents issued by local governments and competent authorities, <u>and the regulatory rules of the place where the Company's shares are listed.</u></p>

Article No.	Before amendment	After amendment
Article 166	<p>The annual report shall be deposited with the Company twenty (20) days before the general meeting, for shareholders to consult. Every shareholder may have access to the financial reports mentioned in this chapter.</p> <p>Unless otherwise required by relevant laws, regulations, local listing rules, and the Articles of Association, the Company shall, at least twenty one (21) days before the annual general meeting, submit the aforementioned financial report or the directors' report together with the balance sheet (including each document to be attached at law) and profit statement or income statement, or financial summary report, delivered or mailed to each holder of overseas listed foreign shares, postage prepaid, addressed to the recipients as listed in the register of shareholders. Subject to relevant laws, regulations, and local listing rules, the Company may make announcements (i.e. posting on the official website of the Company).</p>	<p>The annual report shall be deposited with the Company twenty (20) days before the general meeting, for shareholders to consult. Every shareholder may have access to the financial reports mentioned in this chapter.</p> <p>Unless otherwise required by relevant laws, regulations, local listing rules, and the Articles of Association, the Company shall, at least twenty one (21) days before the annual general meeting, submit the aforementioned financial report <del>or the directors' report together with the balance sheet (including each document to be attached at law) and profit statement</del> or income statement, or financial summary report, delivered or mailed to each holder of overseas listed foreign shares, postage prepaid, addressed to the recipients as listed in the register of shareholders. Subject to relevant laws, regulations, and local listing rules, the Company may make announcements (i.e. posting on the official website of the Company).</p>
Deletion	<p>The Company's financial statements shall not only be prepared in accordance with Chinese accounting standards, laws and regulations, but also in accordance with international or overseas listing place's accounting standards. Any important discrepancies in the financial statements prepared according to the two accounting standards shall be specified in the notes to the financial statements. When the Company distributes the after-tax profits of the relevant financial year, the lesser amount of after-tax profits in the said two versions of financial statements shall prevail.</p>	
Deletion	<p>The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with Chinese accounting standards, laws and regulations, as well as international or overseas listing place's accounting standards.</p>	
Deletion	<p>The Company engages an accountant firm with proper qualifications to conduct annual audit on the Company under the Chinese Accounting Standards for Business Enterprises, and complete the audit report within four (4) months after the end of each financial year.</p>	

Article No.	Before amendment	After amendment
Deletion	The Company publishes financial reports at least twice per financial year, that is, the interim report within sixty (60) days after the end of the first six (6) months of a financial year, and the annual report within one hundred and twenty (120) days from the end of the financial year.	
Article 169	<p>The Company's reserve fund is used to make up for the Company's losses, expand production and operation, or convert it to increase the registered capital. However, the capital reserve shall not be used to cover the losses of the Company.</p> <p>When the statutory reserve fund is capitalized, its amount shall not be less than 25% of the registered capital of the Company before the capitalization.</p> <p>The capital reserve includes the following amounts:</p> <p>(1) The premium received from the issuance of shares in excess of the par value; and</p> <p>(2) Other incomes listed in the capital reserve as required by the Ministry of Finance.</p>	<p>The Company's reserve fund is used to make up for the Company's losses, expand production and operation, or convert it to increase the registered capital. However, the capital reserve shall not be used to cover the losses of the Company.</p> <p>When the statutory reserve fund is capitalized, its amount shall not be less than 25% of the registered capital of the Company before the capitalization.</p> <p><del>The capital reserve includes the following amounts:</del></p> <p><del>(1) The premium received from the issuance of shares in excess of the par value; and</del></p> <p><del>(2) Other incomes listed in the capital reserve as required by the Ministry of Finance.</del></p>
Deletion	<p>After the Company pays income tax to make up for the losses of previous year, the after-tax profit shall be distributed in the following sequence:</p> <p>(1) Provision of statutory reserve fund;</p> <p>(2) Provision of discretionary reserve fund, with the resolution of the general meeting;</p> <p>(3) Payment of dividends to shareholders, with the resolution of the general meeting.</p>	



Article No.	Before amendment	After amendment
Article 171	<p>The Company shall appoint a receiving agent for the holders of overseas listed foreign shares. The receiving agent shall receive the dividends distributed by the Company in respect of the overseas listed foreign shares and other payables, on behalf of the relevant shareholders, and shall keep such funds on behalf of the shareholders, pending payment to the shareholders.</p> <p>The receiving agent appointed by the Company shall meet the requirements of local laws of the place of listing or the relevant rules of stock exchange.</p>	<p>The Company shall appoint a <u>one or more</u> receiving agents <u>in Hong Kong</u> for the holders of overseas listed foreign shares. The receiving agent shall receive the dividends distributed by the Company in respect of the overseas listed foreign shares and other payables, on behalf of the relevant shareholders, and shall keep such funds on behalf of the shareholders, pending payment to the shareholders.</p> <p>The receiving agent appointed by the Company shall meet the requirements of local laws of the place of listing or the relevant rules of stock exchange.</p>
Deletion	<p>The receiving agent appointed by the Company for holders of foreign shares listed in Hong Kong shall be a trust company registered under the Trustee Ordinance (Cap 29). The Company has paid all interests on any shares prior to the call, but a holder of the shares is not entitled to the dividends subsequently declared on the advance payment.</p> <p>Subject to relevant laws, regulations, normative documents and local securities commission rules, the Company may exercise the right to confiscate unclaimed dividends, but this right may not be exercised before the expiration of the applicable time limit.</p> <p>The Company has the right to terminate the distribution of dividends to holders of overseas listed foreign shares by mail, but the Company shall exercise this right only after the dividend has not been withdrawn for two consecutive times. The Company can exercise this right if the dividend is returned after the initial mailing did not reach the recipient.</p>	

Article No.	Before amendment	After amendment
	<p>The Company may sell the shares of the holders of overseas listed foreign shares who cannot be contacted in a manner deemed appropriate by the Board of Directors, subject to the following conditions:</p> <p>(1) The Company has distributed dividends on such shares at least thrice within a 12-year period, and no dividends have been claimed during that period; and</p> <p>(2) Upon expiry of the 12-year period, the Company shall publish an announcement in one or more newspapers in the place where the Company's securities are listed, stating its intention to sell the shares, and notify the local securities commission.</p>	
Addition		<p><u>Article 172 The Company's profit distribution shall pay attention to the reasonable investment returns to investors and take into account the Company's sustainable development. When proposing or declaring dividends, the Company shall maintain sufficient cash reserves to meet its capital needs, future growth and the need to maintain equity value. The Company's dividend policy is formulated by the Board of Directors.</u></p>
Article 175	<p>When the Company engages an accountant firm that complies with the Securities Law of the People's Republic of China and other relevant laws and regulations to conduct financial statements auditing, net assets verification and other related consulting services, the engagement period may start from the end of current annual general meeting of the Company to the end of next annual general meeting, and the engagement can be renewed.</p>	<p>When the Company engages an accountant firm that complies with the Securities Law of the People's Republic of China <del>and other relevant laws and regulations</del> to conduct financial statements auditing, net assets verification and other related consulting services, the engagement period may start from the end of current annual general meeting of the Company to the end of next annual general meeting, and the engagement can be renewed.</p>
Article 180	<p>The remuneration of the accountant firm or the determination the remuneration shall be decided by the general meeting.</p>	<p>The <del>remuneration</del> <u>audit fee</u> of the accountant firm <del>or the determination the remuneration</del> shall be decided by the general meeting.</p>

Article No.	Before amendment	After amendment
Deletion	<p>The engagement, dismissal or no re-engagement of an accountant firm for annual audit shall be decided by the general meeting.</p> <p>If the general meeting intends to pass a resolution to appoint a non-incumbent accountant firm to fill any vacancy in the position of accountant firm, or to re-appoint an accountant firm appointed by the Board of Supervisors to fill a vacancy, or to dismiss an accountant firm whose term of office has not expired, it shall meet the following requirements:</p> <p>(1) Before the notice of general meeting is sent out, a motion for appointment or dismissal shall be sent to the accountant firm to be appointed or to leave office or that has left in the relevant financial year.</p> <p>Leave may refer to dismissal, resignation and retirement.</p> <p>(2) If the leaving accountant firm makes a written statement and requires the Company to inform shareholders of the statement, the Company shall take the following measures unless it receives the written statement too late:</p> <p>a. describe on the on the notice issued for the resolution that the leaving accountant firm has made a statement;</p> <p>b. send the copy of statement as attached to the notice to shareholders in the manner specified herein.</p>	

Article No.	Before amendment	After amendment
	<p>(3) If the Company fails to send the statement of the relevant accountant firm under paragraph (2), said accountant firm may request the statement to be read out at the general meeting, and may make further appeals.</p> <p>(4) The leaving accountant firm may attend any of the following meetings:</p> <ul style="list-style-type: none"> <li>a. the general meeting whose term is expiring;</li> <li>b. a general meeting to fill the vacancy arising from its dismissal; or</li> <li>c. a general meeting called for its voluntary resignation.</li> </ul> <p>The leaving accountant firm may receive all notices of the aforementioned meeting or other information related to the meeting, and give a speech at the meeting on matters concerning it as the former accountant firm of the Company.</p>	

Article No.	Before amendment	After amendment
Article 181	<p>When the Company dismisses or does not reappoint the accountant firm, it shall notify the accountant firm thirty (30) days in advance, and the accountant firm shall be allowed to state its opinions when voting on the dismissal of the accountant firm at the general meeting.</p> <p>If the accountant firm proposes to resign, it shall explain to the general meeting whether the Company has any inappropriate circumstances. The accountant firm may resign by placing a written notice of resignation at the Company's legal address. The notice is effective on the date it is placed at the Company's legal address or on the later date specified in the notice. The notice shall include the following statements:</p> <p>(1) a statement that its resignation does not involve any situation to be explained to the shareholders or creditors of the Company; or</p> <p>(2) Any statement to describe the situation.</p> <p>Within fourteen (14) days from receipt of said written notice, the Company shall send a copy of the notice to the relevant competent authority. If the notice contains the 2 statements mentioned in the preceding paragraph, the Company shall keep a copy of the statement at the Company for shareholders' inspection. the Company shall also send a copy of said statement to each holder of overseas listed foreign shares by prepaid mail, addressed to the recipient listed in the register of shareholders.</p> <p>If the resignation notice of the accountant firm contains any statement supposed to describe the situation, the accountant firm may request the Board of Directors to call an extraordinary general meeting to hear its explanation on resignation.</p>	<p>When the Company dismisses or does not reappoint the accountant firm, it shall notify the accountant firm thirty (30) days in advance, and the accountant firm shall be allowed to state its opinions when voting on the dismissal of the accountant firm at the general meeting.</p> <p>If the accountant firm proposes to resign, it shall explain to the general meeting whether the Company has any inappropriate circumstances. <del>The accountant firm may resign by placing a written notice of resignation at the Company's legal address. The notice is effective on the date it is placed at the Company's legal address or on the later date specified in the notice. The notice shall include the following statements:</del></p> <p><del>(1) a statement that its resignation does not involve any situation to be explained to the shareholders or creditors of the Company; or</del></p> <p><del>(2) Any statement to describe the situation.</del></p> <p><del>Within fourteen (14) days from receipt of said written notice, the Company shall send a copy of the notice to the relevant competent authority. If the notice contains the 2 statements mentioned in the preceding paragraph, the Company shall keep a copy of the statement at the Company for shareholders' inspection. the Company shall also send a copy of said statement to each holder of overseas listed foreign shares by prepaid mail, addressed to the recipient listed in the register of shareholders.</del></p> <p><del>If the resignation notice of the accountant firm contains any statement supposed to describe the situation, the accountant firm may request the Board of Directors to call an extraordinary general meeting to hear its explanation on resignation.</del></p>

Article No.	Before amendment	After amendment
Article 182	<p>The notice of the Company may be delivered by any of the following means:</p> <p>(1) by hand;</p> <p>(2) by mail;</p> <p>(3) by email;</p> <p>(4) by way of publishing an announcement on the websites or newspapers formulated or stipulated by the Company and the stock exchange in accordance with the requirements of laws, regulations and governing rules of the places where the shares of the Company are listed;</p> <p>(5) by other ways as agreed in advance between the Company and the addressee or as accepted by the addressee after the notice is received; or</p> <p>(6) by other ways recognized by laws, regulations, regulatory authorities of the places where the shares of the Company are listed or provided by the Articles of Association.</p>	<p>The notice of the Company may be delivered by any of the following means:</p> <p>(1) by hand;</p> <p>(2) by mail;</p> <p>(3) by email;</p> <p>(4) by way of publishing an announcement on the websites or newspapers formulated or stipulated by the Company and the stock exchange in accordance with the requirements of laws, regulations and governing rules of the places where the shares of the Company are listed;</p> <p>(5) by other ways as agreed in advance between the Company and the addressee or as accepted by the addressee after the notice is received; or</p> <p>(6) by other ways recognized by laws, regulations, regulatory authorities of the places where the shares of the Company are listed or provided by the Articles of Association.</p> <p><u>Unless otherwise stipulated in the Articles of Association, the various forms of notice prescribed in the preceding paragraphs are applicable to the notices of the Company's general meetings, meetings of the Board of Directors and meetings of the Board of Supervisors.</u></p>

Article No.	Before amendment	After amendment
Article 183	<p>If the notice is sent by hand, the receiving person shall sign (or seal) the delivery receipt, and the date of receipt shall be the date of delivery; if the notice is sent by mail, the 3rd working day from the date of handing it to the post office is the date of delivery; if the notice is sent by facsimile, the date on the delivery report generated by the Company's fax machine will be the date of delivery; if the notice is sent by email, the date of emailing will be the date of delivery.</p> <p>Any notice of the Company given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the laws, regulations and regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</p>	<p>If the notice is sent by hand, the receiving person shall sign (or seal) the delivery receipt, and the date of receipt shall be the date of delivery; if the notice is sent by mail, the 3rd working day from the date of handing it to the post office is the date of delivery; if the notice is sent by facsimile, <del>the date on the delivery report generated by the Company's fax machine will be the date of delivery;</del> if the notice is sent by email, the date of emailing will be the date of delivery. <u>If the notice is sent by announcement, the date of first publication of announcement will be the date of delivery.</u></p> <p>Any notice of the Company given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the laws, regulations and regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.</p>
Deletion	<p>With the approval of a special resolution of the general meeting, the Company may be divided or merged with other companies under the laws, regulations and the Articles of Association.</p> <p>For the purpose of merger or division, the Board of Directors shall propose a plan, which shall go through the relevant examination and approval procedures at law after it is approved in accordance with the procedures specified herein. A shareholder opposing the Company's merger or division plan may require the Company or agreeing shareholders to purchase its shares at a fair price. The merger or division resolution shall be made into a special document for shareholders to consult.</p> <p>For holders of H shares, said document shall also be delivered by mail or by other means specified herein.</p>	

Article No.	Before amendment	After amendment
Article 193	<p>If the Company has the circumstance specified in item (1) of Article 243 of the Articles of Association, it may survive by amending the Articles of Association.</p> <p>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two thirds (2/3) of the voting rights held by the shareholders present at the general meeting.</p>	<p>If the Company has the circumstance specified in item (1) of Article <del>192-243</del> of the Articles of Association, it may survive by amending the Articles of Association.</p> <p>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two thirds (2/3) of the voting rights held by the shareholders present at the general meeting.</p>
Article 194	<p>If the Company is dissolved under Article 243 (1), (2), (4) or (5) hereof, a liquidation team shall be established within fifteen (15) days from the date of the occurrence of the cause of liquidation, to start the liquidation. The liquidation team shall be composed of directors or persons determined by the general meeting. If a liquidation team is not established for liquidation within the time limit, the creditors may ask the local court to designate relevant persons to form a liquidation team.</p>	<p>If the Company is dissolved under Article <del>192-243</del> (1), (2), (4) or (5) hereof, a liquidation team shall be established within fifteen (15) days from the date of the occurrence of the cause of liquidation, to start the liquidation. The liquidation team shall be composed of directors or persons determined by the general meeting. If a liquidation team is not established for liquidation within the time limit, the creditors may ask the local court to designate relevant persons to form a liquidation team.</p>
Deletion	<p>If the Board of Directors decides to liquidate the Company (except for liquidation due to the Company's declaration of bankruptcy), it shall state in the notice of general meeting called for this purpose that the Board of Directors has made a comprehensive investigation of the Company's situation, and believes that the Company can fully repay its debts within twelve (12) months after the liquidation begins.</p> <p>After the resolution on liquidation at the general meeting is passed, the powers of the Board of Directors and the general manager shall cease immediately. During the liquidation period, the Company shall not carry out new business activities.</p> <p>The liquidation team shall follow the instructions of the general meeting, report its incomes and expenses, corporate business and liquidation process to the general meeting at least once a year, and make a final report to the general meeting at the end of the liquidation.</p>	



Article No.	Before amendment	After amendment
Article 197	<p>After the liquidation team clears the Company's properties, prepares the balance sheet and the list of properties, it shall develop a liquidation plan and report it to the general meeting or the local court for confirmation. If the liquidation team finds that the Company's properties are insufficient to pay off the debts, it shall apply to the local court for bankruptcy at law.</p> <p>After the Company is declared bankrupt by the local court, the liquidation team shall transfer the liquidation affairs to the local court.</p>	<p>After the liquidation team clears the Company's properties, prepares the balance sheet and the list of properties, it shall develop a liquidation plan and report it to the general meeting or the local court for confirmation. <del>If the liquidation team finds that the Company's properties are insufficient to pay off the debts, it shall apply to the local court for bankruptcy at law.</del></p> <p><del>After the Company is declared bankrupt by the local court, the liquidation team shall transfer the liquidation affairs to the local court.</del></p> <p><u>After paying liquidation expenses, employees' wages, social insurance fees and statutory compensation, taxes owed, and the Company's debts, the Company shall distribute the remaining properties according to the shareholding ratios of shareholders.</u></p> <p><u>During the period of liquidation, the Company continues to exist, but may not carry out business activities unrelated to the liquidation.</u></p> <p><u>The Company's properties shall not be distributed to shareholders before paying off in accordance with the provisions of the preceding paragraphs.</u></p>
Addition		<p><u>Article 198 If the liquidation team finds that the Company's properties are insufficient to pay off its debts after liquidating the Company's properties and compiling the balance sheet and property list, it shall apply to the local court for bankruptcy according to the laws.</u></p> <p><u>After the Company is declared bankrupt by the ruling of the local court, the liquidation team shall transfer the liquidation affairs to the local court.</u></p>

Article No.	Before amendment	After amendment
Article 199	<p>Upon liquidation of the Company, the liquidation team shall prepare a liquidation report, as well as income statement and book of accounts during the liquidation period. After verification by a certified public accountant in China, the liquidation team shall report it to the general meeting or the local court for confirmation. The liquidation team shall, within thirty (30) days from the date of confirmation by the general meeting or the relevant competent authority, shall submit the liquidation report to the local administration for market regulation (SAMR), apply for business de-registration and announce the termination of the Company.</p>	<p>Upon liquidation of the Company, the liquidation team shall prepare a liquidation report, <del>as well as income statement and book of accounts during the liquidation period.</del> After verification by a certified public accountant in China, the liquidation team shall report it to the general meeting or the local court for confirmation. <del>The liquidation team shall, within thirty (30) days from the date of confirmation by the general meeting or the relevant competent authority, shall submit the liquidation report to the local administration for market regulation (SAMR);</del> <u>company registration authority to apply for business de-registration and announce the termination of the Company.</u></p>
Deletion	<p>The properties of the Company shall be used in the following sequence to:</p> <ol style="list-style-type: none"> <li>(1) pay the liquidation fees;</li> <li>(2) pay the wages, social insurance premiums and statutory compensations of the employees of the Company;</li> <li>(3) pay the taxes owed; and</li> <li>(4) pay off the debts of the Company;</li> </ol> <p>The remaining properties of the Company after the Company's debts are paid off shall be distributed by the Company according to the class and percentage of the equities held by the shareholders.</p>	
Article 201	<p>If the liquidation team finds that the Company's properties are insufficient to repay the debts after liquidating the properties and preparing the balance sheet and list of properties, it shall immediately apply to the local court for bankruptcy. After the Company is declared bankrupt by the local court, the liquidation team shall transfer the liquidation affairs to the local court. If the Company is declared bankrupt at law, the bankruptcy or liquidation shall be carried out in accordance with the corporate bankruptcy laws.</p>	<p><del>If the liquidation team finds that the Company's properties are insufficient to repay the debts after liquidating the properties and preparing the balance sheet and list of properties, it shall immediately apply to the local court for bankruptcy. After the Company is declared bankrupt by the local court, the liquidation team shall transfer the liquidation affairs to the local court.</del> If the Company is declared bankrupt at law, the bankruptcy or liquidation shall be carried out in accordance with the corporate bankruptcy laws.</p>

Article No.	Before amendment	After amendment
Deletion	Upon liquidation of the Company, the liquidation team shall prepare a liquidation report and submit it to the general meeting or relevant competent authorities for confirmation. The liquidation team shall also send said document to the company registration authority, applying for business de-registration and announcing the termination of the Company.	
Addition		<u>Article 204 Amendments to the Articles of Association approved by the resolution of the general meeting shall be subject to the approval by the competent authority, and shall be reported to the competent authority for approval; those involving company registration matters shall be registered in accordance with the laws.</u>
Deletion	<p>The Company shall abide by the following dispute settlement rules:</p> <p>(1) Any dispute or claim of corporate affairs arising from the rights and obligations under the Articles of Association, the Company Law, and other relevant laws and regulations, between the holders of overseas listed foreign shares and the Company, between the holders of overseas listed foreign shares and the directors, supervisors, general manager or other senior management of the Company, or between the holders of overseas listed foreign shares and the holders of domestic shares, shall be submitted to arbitration for settlement.</p> <p>When the foregoing dispute or claim is submitted to arbitration, the dispute or claim shall be integral; all persons who have the same cause of action or whose participation is required in the settlement of said dispute or claim, if their identity is the Company or the Company's shareholders, directors, supervisors, general manager or other senior management, shall submit to arbitration.</p>	

Article No.	Before amendment	After amendment
	<p>Any dispute concerning the definition of shareholders and the register of shareholders may be settled without arbitration.</p> <p>(2) The applicant may apply to China International Economic and Trade Arbitration Commission for arbitration under its arbitration rules, or apply to Hong Kong International Arbitration Center for arbitration under its securities arbitration rules. After the applicant submits the dispute or claim to arbitration, the other party shall submit the arbitration in the arbitration center selected by the applicant. If the applicant applies to the Hong Kong International Arbitration Center for arbitration, either party may request the arbitration to be conducted in Shenzhen in accordance with the HKIAC securities arbitration rules.</p> <p>(3) The dispute or claim mentioned in paragraph (1) may be settled under the laws of the People's Republic of China (excluding Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan Region) shall apply; unless otherwise provided by laws and regulations.</p> <p>(4) The award made by the arbitration center is final and binding on all parties.</p> <p>(5) Any submission to arbitration shall be deemed to authorize the arbitral tribunal to conduct a public hearing and publish its award.</p>	

Article No.	Before amendment	After amendment
Article 205	<p>Definitions and Interpretations</p> <p>(1) Controlling Shareholder refers to a person who meets one of the following conditions: (1) when the person acts alone or in concert with others, it can elect more than half of the directors; (2) when the person acts alone or in concert with others, it can exercise more than 30% (inclusive) of the Company's voting rights or can control the exercise of more than 30% (inclusive) of the Company's voting rights; and (3) when the person acts alone or in concert with others, it holds more than 30% (inclusive) of the Company's issued shares; and (4) when the person acts alone or in concert with others, it has de facto control over the Company by other means, unless otherwise required by the laws, regulations, local securities commission rules, and the Articles of Association.</p> <p>...</p>	<p>Definitions and Interpretations</p> <p><del>(1) Controlling Shareholder refers to a person who meets one of the following conditions: (1) when the person acts alone or in concert with others, it can elect more than half of the directors; (2) when the person acts alone or in concert with others, it can exercise more than 30% (inclusive) of the Company's voting rights or can control the exercise of more than 30% (inclusive) of the Company's voting rights; and (3) when the person acts alone or in concert with others, it holds more than 30% (inclusive) of the Company's issued shares; and (4) when the person acts alone or in concert with others, it has de facto control over the Company by other means;</del> <u>(1) Controlling Shareholder refers to a shareholder whose ordinary shares (including preferred shares with restored voting rights) account for more than 50% of the Company's total share capital; or a shareholder with less than 50% shareholding but whose voting rights entitled by his/her shares are sufficient to have a significant impact on the resolutions of the general meeting, unless otherwise required by the laws, regulations, local securities commission rules regulatory rules of the place where the Company's shares are listed, and the Articles of Association.</u></p> <p>...</p>
Article 209	The Board of Directors of the Company is responsible for the interpretation of the Articles of Association.	<u>The Articles of Association shall come into effect and be implemented on the date of consideration and approval by the Company's general meeting. The Board of Directors of the Company is responsible for the interpretation of the Articles of Association.</u>

If the article number is adjusted due to amendments to the article, the article will be re-numbered accordingly and will not be listed separately in this table.