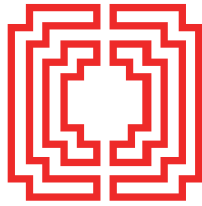


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溫州康寧醫院股份有限公司 Wenzhou Kangning Hospital Co., Ltd.

(A joint stock limited liability company incorporated in the People's Republic of China)
Stock code: 2120

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) has proposed certain amendments (the “**Proposed Amendments**”) to the current Articles of Association of the Company (the “**Articles of Association**”).

On February 17, 2023, the State Council of the PRC promulgated the Decision of the State Council on Abolishing Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) (the “**Decision**”), to abolish the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies promulgated by the State Council (《國務院關於股份有限公司境外募集股份及上市的特別規定》) on August 4, 1994. On February 17, 2023, China Securities Regulatory Commission (the “**CSRC**”) promulgated the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, to abolish the Notice on Implementation of the Mandatory Provisions of the Articles of Association of Companies Listed Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》) (the “**Mandatory Provisions**”). The Decision and the Trial Measures shall come into effect on March 31, 2023 (the “**Regulation Changes**”). From the effective date of the Decision and the Trial Measures, the PRC issuers should formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies, rather than the Mandatory Provisions.

In view of the above changes in PRC regulations, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) also issued the consultation document on the Proposed Amendments to the Listing Rules and Other Provisions Relating to the PRC Issuers under the New Regulatory Regulations in Mainland China (the “**Consultation Document**”) on February 24, 2023, which sets out the corresponding amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). On July 21, 2023, the Hong Kong Stock Exchange issued the summary of the Consultation Document on Amendments to the Listing Rules, which has taken effect on August 1, 2023. Specifically, the Hong Kong Stock Exchange has made amendments to corresponding rules to (i) remove the class meeting and related requirements relating to the issuance of new shares by the PRC issuers; (ii) abolish Appendix 13D of the Listing Rules, which requires the articles of association of the PRC issuers must include the Mandatory Provisions and other incidental regulations; (iii) amend Chapter 9 and Chapter 19A of the Listing Rules to reflect the CSRC’s filing system; (iv) delete the arbitration clause in relation to H shareholders’ disputes under the mandatory clauses; and (v) amend other contents of the Listing Rules to resolve issues arising from treating domestic shares and H shares as different classes. In view of this, the Company intends to amend its existing Articles of Association to comply with the requirements of the Listing Rules and applicable PRC laws and regulations. For details of the comparison table of the Proposed Amendments to the Articles of Association, please refer to the Appendix to this announcement.

The amended Articles of Association will become effective upon consideration and approval at the general meeting of the Company and the Class Meetings, and prior to that, the Company applies the Articles of Association currently in force.

The Company will convene the general meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting to approve the Proposed Amendments to the Articles of Association and authorize any one director to modify the wordings of the Proposed Amendments as he/she thinks appropriate (such modification will not be required to be approved by the shareholders) and execute all such documents and/or do all such acts as the director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from the Proposed Amendments. A circular and notice containing, among others, details of the Proposed Amendments to the Articles of Association is expected to be dispatched to the shareholders as soon as reasonably practicable.

By order of the Board
Wenzhou Kangning Hospital Co., Ltd.
GUAN Weili
Chairman

Zhejiang, the People's Republic of China
September 4, 2023

As of the date of this announcement, the Company's executive directors are Mr. GUAN Weili, Ms. WANG Lianyue and Mr. WANG Jian; the non-executive directors are Mr. QIN Hao and Mr. LI Changhao; and the independent non-executive directors are Ms. ZHONG Wentang, Ms. JIN Ling and Mr. CHAN Sai Keung Hugo.

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before amendment	After amendment	Reason for amendment
1	<p>Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the “Company Law”), the Securities Law of PRC (the “Securities Law”), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and other relevant provisions.</p>	<p>Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the “Company Law”), the Securities Law of PRC (the “Securities Law”), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and other relevant provisions.</p>	<p>The deletion was made due to the repeal of the relevant regulations</p>

No.	Before amendment	After amendment	Reason for amendment
2	<p>Article 2</p> <p>with the Business License (registration number 33030000004 4161) granted.</p> <p>.....</p>	<p>Article 2</p> <p>with the Business License (registration number 330300000044161<u>Unified social credit code: 91330300254421649G</u>) granted.</p> <p>.....</p>	/
3	<p>Article 9</p> <p>Without prejudice to the provisions of Article 244, and according to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management.</p> <p>.....</p>	<p>Article 9</p> <p>Without prejudice to the provisions of Article 244, and <u>A</u>according to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management.</p> <p>.....</p>	The amendment was made accordingly due to the original Article 244 is required to be deleted as the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions") was abolished
4	<p>Article 13 The Company shall have ordinary shares at all times. It may have other classes of shares as needed, upon approval by the authorities authorized by the State Council.</p>	/	This article was deleted as the Mandatory Provisions was abolished, and the serial numbers of the subsequent articles was amended accordingly, which is also applicable to the same situation below
5	<p>Article 16 The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval of the securities regulatory authorities under the State Council.</p> <p>.....</p>	<p>Article 16<u>5</u> The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval <u>by or registration with</u> the securities regulatory authorities under the State Council <u>or the authorities authorized by the State Council.</u></p> <p>.....</p>	The corresponding amendment was made as the regulations on the supervision and management of share issuance were revised

No.	Before amendment	After amendment	Reason for amendment
6	<p>Article 17 The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as “foreign shares”. The foreign shares that are listed overseas shall be referred to as “overseas-listed foreign shares”. A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights.</p> <p>.....</p> <p>Approved by securities regulatory authorities under the State Council, the Company’s domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a general meeting or class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas-listed foreign shares.</p>	<p>Article 176 The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as “foreign shares”. The foreign shares that are listed overseas shall be referred to as “overseas-listed foreign shares”. A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights.</p> <p>.....</p> <p><u>As filed with</u> securities regulatory authorities under the State Council, the Company’s domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a general meeting or class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas-listed foreign shares.</p>	<p>The corresponding amendment was made as the regulations on the supervision and management of share issuance were revised</p>

No.	Before amendment			After amendment			Reason for amendment		
7	Article 18 As approved by the approval authorities of the Company authorized by the State Council, 50,000,000 ordinary shares were issued to the promoters of the Company upon establishment of the Company. Promoters and their respective shares subscribed are set out as follows:			Article 18 ¹⁷ As approved by the approval authorities of the Company authorized by the State Council, 50,000,000 ordinary shares were issued to the promoters of the Company upon establishment of the Company. Promoters and their respective shares subscribed are set out as follows:			The amendment was made with reference to the Guidelines on Articles of Association of Listed Companies (the "Guidelines on Articles of Association")		
	No.	Name of promoters	Shareholding (share)	Percentage of shareholding	No.	Name of promoters		Shareholding (share)	Percentage of shareholding
	1.	Guan Weili	19,810,250	39.6205%	1.	Guan Weili		19,810,250	39.6205%
	2.	Guangzhou GL Capital Investment Fund L.P.	13,416,750	26.8335%	2.	Guangzhou GL Capital Investment Fund L.P.		13,416,750	26.8335%
	3.	Wang Hongyue	5,304,350	10.6087%	3.	Wang Hongyue		5,304,350	10.6087%
	4.	Wang Lianyue	3,794,500	7.5890%	4.	Wang Lianyue		3,794,500	7.5890%
	5.	Beijing CDH Weixin Venture Capital L.P.	3,347,750	6.6955%	5.	Beijing CDH Weixin Venture Capital L.P.		3,347,750	6.6955%
	6.	Beijing CDH Weisen Venture Capital L.P.	2,326,400	4.6528%	6.	Beijing CDH Weisen Venture Capital L.P.		2,326,400	4.6528%
	7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	3.0860%	7.	Ningbo Xinshi Kangning Investment Management L.P.		1,543,000	3.0860%
	8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.5160%	8.	Ningbo Enci Kangning Investment Management L.P.		258,000	0.5160%
	9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3980%	9.	Ningbo Renai Kangning Investment Management L.P.		199,000	0.3980%
Total		50,000,000	100%	Total		50,000,000	100%		

No.	Before amendment			After amendment			Reason for amendment	
	Upon the increase in the registered capital in March 2015, the name of shareholders of the Company, number of subscribed shares and their proportion in the share capital are set out as follows:			Upon the increase in the registered capital in March 2015, the name of shareholders of the Company, number of subscribed shares and their proportion in the share capital are set out as follows:				
	No.	Name of promoters	Shareholding (share)	Percentage of shareholding	No.	Name of promoters	Shareholding (share)	Percentage of shareholding
	1.	Guan Weili	19,810,250	37.5194%	1.	Guan Weili	19,810,250	37.5194%
	2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	29.1374%	2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	29.1374%
	3.	Wang Hongyue	5,304,350	10.0461%	3.	Wang Hongyue	5,304,350	10.0461%
	4.	Beijing CDH Weixin Venture Capital L.P.	3,838,754	7.2704%	4.	Beijing CDH Weixin Venture Capital L.P.	3,838,754	7.2704%
	5.	Wang Lianyue	3,794,500	7.1866%	5.	Wang Lianyue	3,794,500	7.1866%
	6.	Beijing CDH Weisen Venture Capital L.P.	2,667,605	5.0523%	6.	Beijing CDH Weisen Venture Capital L.P.	2,667,605	5.0523%
	7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.9223%	7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.9223%
	8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.4886%	8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.4886%
	9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3769%	9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3769%
	Total		52,800,000	100%	Total		52,800,000	100%

No.	Before amendment	After amendment	Reason for amendment
8	<p>Article 19 Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company has issued not more than 20,240,000 H shares (including H shares issued upon the exercise of the Over-allotment Option).</p> <p>In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資 管理合夥企業(有限合夥)), Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資 管理合夥企業(有限合夥)), Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資 管理合夥企業(有限合夥)), Wenzhou Jiate Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥)) and Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥)).</p>	<p>Article 19<u>198</u> Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company has issued not more than 20,240,000 H shares (including H shares issued upon the exercise of the Over-allotment Option).</p> <p>In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥)), Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥)), Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥)), Wenzhou Jiate Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥)) and Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥)).</p>	<p>The amendment was made with reference to the Guidelines on Articles of Association</p>

No.	Before amendment			After amendment			Reason for amendment	
	Upon completion of the aforesaid transfer of domestic shares, the Company has a registered capital of RMB74,600,300. The shareholding structure is as follows: 74,600,300 ordinary shares, comprising 19,340,300 H shares and 55,260,000 domestic shares, which include:			Upon completion of the aforesaid transfer of domestic shares, The Company currently has a registered capital of RMB74,600,300. The shareholding structure is as follows: 74,600,300 ordinary shares, comprising 19,340,300 H shares and 55,260,000 domestic shares, which include: .				
	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
	1.	Guan Weili	18,350,250	24.5981%	1.	Guan Weili	18,350,250	24.5981%
	2.	Central Enterprises Rural Industry Investment Fund Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)	7,466,666	10.0089%	2.	Central Enterprises Rural Industry Investment Fund Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)	7,466,666	10.0089%
	3	Wenzhou Jinning Equity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))	4,540,000	6.0858%	3	Wenzhou Jinning Equity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))	4,540,000	6.0858%
	4	Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%	4	Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%
	5	Wang Hongyue	3,984,350	5.3409%	5	Wang Hongyue	3,984,350	5.3409%
	6	Wang Lianyue	3,794,500	5.0864%	6	Wang Lianyue	3,794,500	5.0864%
	7	Wind Impact Equity Investment (Jiaxing) Partnership (Limited Partnership) (萬得影響力股權投資(嘉興)合夥企業(有限合夥))	3,333,000	4.4678%	7	Wind Impact Equity Investment (Jiaxing) Partnership (Limited Partnership) (萬得影響力股權投資(嘉興)合夥企業(有限合夥))	3,333,000	4.4678%

No.	Before amendment			After amendment				Reason for amendment	
	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding	No.	Name of shareholders	Shareholding (shares)		Percentage of shareholding
	8	Qingdao Jinshi Haona Investment Co., Ltd. (青島金石灝納投資有限公司)	2,780,000	3.7265%	8	Qingdao Jinshi Haona Investment Co., Ltd. (青島金石灝納投資有限公司)	2,780,000	3.7265%	
	9	Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企業(有限合伙))	1,987,356	2.6640%	9	Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企業(有限合伙))	1,987,356	2.6640%	
	10	Cheng Xiaoling	844,875	1.1325%	10	Cheng Xiaoling	844,875	1.1325%	
	11	Ningbo Xinshi Kangning Investment Management L.P. (寧波信實康寧投資管理合夥企業(有限合伙))	743,000	0.9961%	11	Ningbo Xinshi Kangning Investment Management L.P. (寧波信實康寧投資管理合夥企業(有限合伙))	743,000	0.9961%	
	12	Ningbo Enci Kangning Investment Management L.P. (寧波恩慈康寧投資管理合夥企業(有限合伙))	258,000	0.3458%	12	Ningbo Enci Kangning Investment Management L.P. (寧波恩慈康寧投資管理合夥企業(有限合伙))	258,000	0.3458%	
	13	Ningbo Renai Kangning Investment Management L.P. (寧波仁愛康寧投資管理合夥企業(有限合伙))	199,000	0.2668%	13	Ningbo Renai Kangning Investment Management L.P. (寧波仁愛康寧投資管理合夥企業(有限合伙))	199,000	0.2668%	
	14	Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合伙))	804,794	1.0788%	14	Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合伙))	804,794	1.0788%	

No.	Before amendment			After amendment			Reason for amendment		
	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding	No.	Name of shareholders		Shareholding (shares)	Percentage of shareholding
	15	Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))	788,921	1.0575%	15	Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))	788,921	1.0575%	
	16	Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))	407,832	0.5467%	16	Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))	407,832	0.5467%	
	17	Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	267,431	0.3585%	17	Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	267,431	0.3585%	
	18	Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	191,022	0.2561%	18	Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	191,022	0.2561%	
	19	Public shareholders of H shares	19,340,300	25.9252%	19	Public shareholders of H shares	19,340,300	25.9252%	
	Total		74,600,300	100%	Total		74,600,300	100%	

No.	Before amendment	After amendment	Reason for amendment
9	<p>Article 21 After the plans for issuing overseas-listed foreign shares and domestic shares have been approved by the securities regulatory authorities under the State Council, the Company's Board may arrange for implementation of such plans by means of separate issuances.</p> <p>The Company's plan for issuance of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the securities regulatory authorities under the State Council, unless otherwise stipulated by the securities regulatory authorities under the State Council.</p>	/	This article was deleted as the Mandatory Provisions was abolished
10	<p>Article 22 Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in tranches, subject to the approval of the securities regulatory authorities under the State Council.</p>	/	This article was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
11	<p>Article 23 At its establishment, the Company had a registered capital of RMB50,000,000. Upon completion of the issue of H shares, the registered capital of the Company is RMB73,040,000. Upon completion of non-public issue of domestic shares in August 2018, the Company had a registered capital of RMB75,500,000. Prior to cancellation of repurchase of H shares in July 2020, the Company had a registered capital of RMB75,500,000.</p> <p>Upon completion of cancellation of the aforesaid the repurchase of 899,700 H shares by the Company, the registered capital of the Company is RMB74,600,300.</p>	/	As the Mandatory Provisions was abolished, the update on the share capital has been stipulated in the revised Article 18. To avoid repetition, this article was deleted
12	/	<p><u>Article 20 The Company or its subsidiaries (including its affiliated companies) shall not provide any form of financial assistance, such as gift, advance, guarantee, compensation or loan, to any person who purchases or intends to purchase its own shares.</u></p>	This article was added with reference to the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
13	<p>Article 27 If a director, supervisor or senior management of the Company, or a shareholder holding more than 5% of the shares of the Company sells the shares of the Company within six months after buying those shares, or buys the shares within six months after selling those shares, all the gains arising thereof shall belong to the Company, and such gains shall be collected by the Board of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six-month restriction. If listing rules of the stock exchange of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p> <p>If the Company’s Board does not execute in compliance with the preceding paragraph, the shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>If the Company’s Board does not execute in compliance with the first paragraph, the director(s) liable shall assume joint and several responsibilities pursuant to laws.</p>	<p>Article 274 If a director, supervisor or senior management of the Company, or a shareholder holding more than 5% of the shares of the Company sells the shares <u>or other securities with an equity nature</u> of the Company within six months after buying those shares, or buys the shares within six months after selling those shares, all the gains arising thereof shall belong to the Company, and such gains shall be collected by the Board of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six-month restriction. If listing rules of the stock exchange of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p> <p><u>Shares or other securities with an equity nature held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents, children and under accounts of other persons.</u></p> <p>If the Company’s Board does not execute in compliance with the <u>first paragraph</u>, the shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>If the Company’s Board does not execute in compliance with the first paragraph, the director(s) liable shall assume joint and several responsibilities pursuant to laws.</p>	<p>The amendment was made with reference to the relevant clauses of the Securities Law</p>

No.	Before amendment	After amendment	Reason for amendment
14	<p>Article 33 In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p> <p>The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be capped at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</p>	<p>Article 33<u>330</u> In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p> <p>The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be capped at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</p>	<p>Certain contents of this article were deleted as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
15	<p>Article 34 The acquisition of its shares by the Company for reasons set forth in Items (1) to (2) of Article 31 hereof shall be subject to the approval at the general meeting in accordance with the provisions hereunder. The acquisition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of Article 31 hereof may be subject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions hereunder. Upon the acquisition of its shares by the Company pursuant to the provisions under Article 31 hereof, under the circumstance set forth in Item (1), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares repurchased pursuant to the provisions under Items (3), (5) and (6) of Article 31 hereof shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.</p>	<p>Article 341 The acquisition of its shares by the Company for reasons set forth in Items (1) to (2) of the first paragraph of Article 3128 hereof shall be subject to the approval at the general meeting in accordance with the provisions hereunder. The acquisition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of the first paragraph of Article 3128 hereof may be subject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions hereunder. Upon the acquisition of its shares by the Company pursuant to the provisions under the first paragraph of Article 3128 hereof, under the circumstance set forth in Item (1), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares repurchased pursuant to the provisions under Items (3), (5) and (6) of Article 3128 hereof shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.</p>	/
16	<p>Article 36 Unless the Company has already entered the liquidation stage, it shall comply with the following provisions in buying back its issued and outstanding shares:</p> <p>.....</p>	/	This article was deleted as the Mandatory Provisions was abolished
17	<p>CHAPTER 5 FINANCIAL ASSISTANCE FOR PURCHASE OF COMPANY SHARES</p> <p>From Article 37 to Article 39</p>	/	This chapter was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
18	<p>CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 40 The Company's shares shall be in registered form.</p> <p>In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>The Company may take the form of overseas depository receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.</p>	<p>CHAPTER 6<u>65</u> SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 40<u>33</u> The Company's shares shall be in registered form.</p> <p>In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>The Company may take the form of overseas depository receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.</p>	<p>1. The adjustment to the chapter title with reference to the Guidelines on Articles of Association, and the subsequent chapter titles were amended accordingly, which is also applicable to the same situation below;</p> <p>2. Certain contents of this article were deleted as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:</p> <p>(1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Provisions and other relevant laws, administrative regulations and these Articles of Association.</p>	<p>During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:</p> <p>(1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Provisions and other relevant laws, administrative regulations and these Articles of Association.</p>	

No.	Before amendment	After amendment	Reason for amendment
	<p>(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.</p>	<p>(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.</p>	

No.	Before amendment	After amendment	Reason for amendment
	<p>(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder.</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.</p>	<p>(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder.</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.</p>	
19	<p>Article 41 The share certificates shall be signed by the chairman of the Board. Where the signatures of senior management of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such senior management. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. Under authorization of the Board, the Company may stamp on share certificate. The signature of legal representative or of senior management on the share certificates may also be in printed form. In the circumstance of paperless issuance and trading of the shares of the Company, provisions otherwise provided by local securities regulatory authorities of the place(s) in which shares of the Company are listed shall prevail.</p>	/	<p>This article was deleted as the Mandatory Provisions was abolished and currently the paperless regime has been implemented when issuing shares</p>

No.	Before amendment	After amendment	Reason for amendment
20	<p>Article 42 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars:</p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder;</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.</p>	<p>Article 42³⁴ The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars;<u>which is the conclusive evidence of shareholders' holding of the Company's shares. Shareholders shall enjoy rights and have obligations according to the class of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</u></p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder;</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.</p>	<p>The amendment was made with reference to the Guidelines on Articles of Association as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
21	Article 44 to Article 46, and Article 49 to Article 52	/	These articles were deleted as the Mandatory Provisions was abolished
23	CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	/	The adjustments, such as deleting this chapter title and including the original articles of this chapter into “CHAPTER 5 SHAREHOLDERS”, were made with reference to the Guidelines on Articles of Association
24	<p>Article 53 The Company’s shareholders are persons who lawfully hold shares of the Company and whose names have been registered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>Shareholders of every class shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.</p>	<p>Article 53³⁸ The Company’s shareholders are persons who lawfully hold shares of the Company and whose names have been registered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>Shareholders of every class shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.</p>	<p>The adjustment was made with reference to the Guidelines on Articles of Association, and certain contents of this article have been stipulated in the amended Article 34. To avoid repetition, certain contents of this article were deleted</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:</p> <p>(1) The Company needs not register more than four persons as joint shareholders for any share;</p> <p>(2) All joint shareholders of any share shall bear the joint liabilities for all the payable amount of the relevant share.</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of revising the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.</p>	<p>Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:</p> <p>(1) The Company needs not register more than four persons as joint shareholders for any share;</p> <p>(2) All joint shareholders of any share shall bear the joint liabilities for all the payable amount of the relevant share.</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of revising the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.</p>	

No.	Before amendment	After amendment	Reason for amendment
	<p>(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the number of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.</p> <p>Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.</p>	<p>(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the number of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.</p> <p>Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.</p>	

No.	Before amendment	After amendment	Reason for amendment
25	<p>Article 54 Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) To receive dividends and profit distributions in other forms according to the number of shares held by them;</p> <p>(2) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law;</p> <p>(3) To monitor, make suggestions or question the Company's operation;</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association;</p> <p>(5) To obtain relevant information in accordance with these Articles of Association of the Company, which shall include:</p> <p>1. Obtaining these Articles of Association of the Company after payment of a charge to cover the costs;</p>	<p>Article 54³⁹ Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) To receive dividends and profit distributions in other forms according to the number of shares held by them;</p> <p>(2) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law;</p> <p>(3) To monitor, make suggestions or question the Company's operation;</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association;</p> <p>(5) <u>To inspect these Articles of Association, register of shareholders, stubs of corporate bonds, minutes of general meetings, resolutions of the meetings of the Board, resolutions of the meetings of the board of supervisors, and financial and accounting reports;</u> To obtain relevant information in accordance with these Articles of Association of the Company, which shall include:</p> <p>1. Obtaining these Articles of Association of the Company after payment of a charge to cover the costs;</p>	<p>Certain contents of this article were deleted as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>2. Having the right to access and make a copy, after payment of reasonable charges, of:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal information of the directors, supervisors and senior management of the Company, including:</p> <p>a current and previous names and aliases;</p> <p>b main address (domicile);</p> <p>c nationality;</p> <p>d full-time and all other part-time occupations and duties;</p> <p>e identification credentials and their numbers.</p> <p>(3) the status of the Company's issued share capital;</p> <p>(4) reports of the aggregate par value, number and highest and lowest prices of each class of shares bought back by the Company since the last financial year as well as all the expenses paid by the Company therefor;</p> <p>(5) bonds stubs, minutes of general meetings, special resolutions of the Company, resolutions of board meetings, resolutions of the meetings of Supervisory Committee and financial reports;</p> <p>(6) the Company's most recent audited financial statements, and report of the Board, auditors and the board of supervisors;</p>	<p>2. Having the right to access and make a copy, after payment of reasonable charges, of:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal information of the directors, supervisors and senior management of the Company, including:</p> <p>a current and previous names and aliases;</p> <p>b main address (domicile);</p> <p>c nationality;</p> <p>d full-time and all other part-time occupations and duties;</p> <p>e identification credentials and their numbers.</p> <p>(3) the status of the Company's issued share capital;</p> <p>(4) reports of the aggregate par value, number and highest and lowest prices of each class of shares bought back by the Company since the last financial year as well as all the expenses paid by the Company therefor;</p> <p>(5) bonds stubs, minutes of general meetings, special resolutions of the Company, resolutions of board meetings, resolutions of the meetings of Supervisory Committee and financial reports;</p> <p>(6) the Company's most recent audited financial statements, and report of the Board, auditors and the board of supervisors;</p>	

No.	Before amendment	After amendment	Reason for amendment
	<p>(7) copy of the latest annual review report which has been filed with the competent administration for industry and commerce or other competent authorities, if applicable.</p> <p>Documents set out in item (1) and items (3) to (7) above and any other applicable documents shall be made available by the Company, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and holders of overseas-listed foreign shares to inspect free of charge. Minutes of general meetings shall only be made available for inspection by shareholders of the Company.</p> <p>(6) When the Company terminates or liquidates, its share of remaining assets of the Company according to the shares held will be distributed;</p> <p>(7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to acquire his shares;</p> <p>(8) Other rights under the law, administrative regulations, departmental regulations and these Articles of Association.</p> <p>The Company shall not exercise power only because any person who directly or indirectly owns equity interest does not disclose its equity interest to the Company to frozen or by other means to damage any rights attached to the shares of the person.</p>	<p>(7) copy of the latest annual review report which has been filed with the competent administration for industry and commerce or other competent authorities, if applicable.</p> <p>Documents set out in item (1) and items (3) to (7) above and any other applicable documents shall be made available by the Company, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and holders of overseas-listed foreign shares to inspect free of charge. Minutes of general meetings shall only be made available for inspection by shareholders of the Company.</p> <p>(6) When the Company terminates or liquidates, its share of remaining assets of the Company according to the shares held will be distributed;</p> <p>(7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to acquire his shares;</p> <p>(8) Other rights under the law, administrative regulations, departmental regulations and these Articles of Association.</p> <p>The Company shall not exercise power only because any person who directly or indirectly owns equity interest does not disclose its equity interest to the Company to frozen or by other means to damage any rights attached to the shares of the person.</p>	

No.	Before amendment	After amendment	Reason for amendment
26	<p>Article 61 The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation.</p> <p>The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restructuring of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.</p>	<p>Article 61<u>46</u> The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation.</p> <p>The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restructuring of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.</p>	<p>Certain contents of this article were deleted as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>In addition to the obligations under the law, administrative regulations or the listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, controlling shareholders shall not, in the exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p> <p>(1) Discharging the responsibilities of a director or supervisor to act honestly in the best interest of the Company;</p> <p>(2) Approving a director or supervisor (for his own or others' benefit) to deprive the Company of its property in form, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(3) Approving a director or supervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and passed at the shareholders general meeting in accordance with these Articles of Association.</p>	<p>In addition to the obligations under the law, administrative regulations or the listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, controlling shareholders shall not, in the exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p> <p>(1) Discharging the responsibilities of a director or supervisor to act honestly in the best interest of the Company;</p> <p>(2) Approving a director or supervisor (for his own or others' benefit) to deprive the Company of its property in form, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(3) Approving a director or supervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and passed at the shareholders general meeting in accordance with these Articles of Association.</p>	

No.	Before amendment	After amendment	Reason for amendment
	<p>The term “controlling shareholder” mentioned in this Article refers to a person who satisfies any one of the following conditions:</p> <p>(1) He, acting individually or in concert with others, may elect more than half of the directors;</p> <p>(2) He, acting individually or in concert with others, may exercise or control the exercise of more than 30% of the Company’s voting rights;</p> <p>(3) He, acting individually or in concert with others, holds more than 30% of the issued and outstanding shares of the Company;</p> <p>(4) He, acting individually or in concert with others, actually controls the Company in other ways.</p>	<p>The term “controlling shareholder” mentioned in this Article refers to a person who satisfies any one of the following conditions:</p> <p>(1) He, acting individually or in concert with others, may elect more than half of the directors;</p> <p>(2) He, acting individually or in concert with others, may exercise or control the exercise of more than 30% of the Company’s voting rights;</p> <p>(3) He, acting individually or in concert with others, holds more than 30% of the issued and outstanding shares of the Company;</p> <p>(4) He, acting individually or in concert with others, actually controls the Company in other ways.</p>	
27	CHAPTER 8 GENERAL MEETING	CHAPTER 8 <u>6</u> GENERAL MEETING	/
28	<p>Article 63 The general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article 64 of these Articles of Association;</p>	<p>Article 63<u>48</u> The general meeting shall exercise the following functions and powers:</p> <p>.....</p> <p>(12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article 64<u>49</u> of these Articles of Association;</p>	/

No.	Before amendment	After amendment	Reason for amendment
29	<p>Article 69 Two of independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>.....</p>	<p>Article 6954 Two of Independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>.....</p> <p><u>If rules of local securities regulatory authorities of the place(s) in which shares of the Company are listed provide otherwise, such rules shall prevail.</u></p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
30	<p>Article 71 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the requirements of law, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>Article 71⁵⁶ Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the requirements of law, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting or class meeting.</p> <p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p> <p>Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the securities regulatory authority and relevant stock exchange where the Company is located.</p>	<p>(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Supervisory Committee in writing to convene an extraordinary general meeting or class meeting.</p> <p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p> <p>Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the securities regulatory authority and relevant stock exchange where the Company is located.</p>	

No.	Before amendment	After amendment	Reason for amendment
31	<p>Article 74</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73 herein, no voting for resolutions shall be carried out at the general meeting.</p>	<p>Article 74⁵⁹</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73⁵⁸ herein, no voting for resolutions shall be carried out at the general meeting.</p>	/
32	<p>Article 75 Where an annual general meeting is convened by the Company, it shall inform all shareholders of the time and venue of the meeting and the matters to be considered thereat 20 Hong Kong business days before the meeting is held, and where an extraordinary general meeting is convened, it shall inform all shareholders 10 Hong Kong business days or 15 days (whichever is earlier) before the meeting is held. The announcement of a general meeting served on the holders of overseas-listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received announcement of the relevant general meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>	<p>Article 75⁶⁰ Where an annual general meeting is convened by the Company, it shall inform all shareholders of the time and venue of the meeting and the matters to be considered thereat 20 Hong Kong business days before the meeting is held, and where an extraordinary general meeting is convened, it shall inform all shareholders 10 Hong Kong business days or 15 days (whichever is earlier) before the meeting is held. The announcement of a general meeting served on the holders of overseas-listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received announcement of the relevant general meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
33	<p>Article 79 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 20 Hong Kong business days before an annual general meeting is held, or 10 Hong Kong business days or 15 days (whichever is earlier) before an extraordinary general meeting is held. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	/	As the Mandatory Provisions was abolished, and provisions on notice has been stipulated in the revised Article 60. To avoid repetition, this article was deleted

No.	Before amendment	After amendment	Reason for amendment
34	<p>Article 82 All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, regulations and these Articles of Association.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend and vote on his behalf.</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder’s right to speak at the general meeting;</p> <p>(2) The right to demand by himself or jointly with others in voting by way of poll;</p> <p>(3) Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Article 82⁶⁶ All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, regulations and these Articles of Association.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend and vote on his behalf.</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder’s right to speak at the general meeting;</p> <p>(2) The right to demand by himself or jointly with others in voting by way of poll;</p> <p>(3) Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Part of this article was deleted as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.</p>	<p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.</p>	

No.	Before amendment	After amendment	Reason for amendment
35	<p>Article 85 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision – making body shall be entitled to attend the Company’s general meetings as the representative of such legal person.</p>	<p>Article 85⁶⁹ The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision – making body shall be entitled to attend the Company’s general meetings as the representative of such legal person.</p>	The relevant content of this article was deleted as the Mandatory Provisions was abolished
36	<p>Article 86 Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/ its own discretion.</p>	<p>Article 86⁷⁰ Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/ its own discretion.</p>	The relevant content of this article was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
37	Article 102 to Article 103:	/	These articles were deleted as the Mandatory Provisions was abolished
38	<p>Article 105 The following matters shall be passed by way of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital and issue of any kinds of shares, warrants and other similar securities by the Company;</p> <p>(2) Issue of corporate bonds;</p> <p>(3) Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company;</p> <p>(4) Amendment to these Articles of Association;</p> <p>(5) Acquisition and disposal of material assets within one year by the Company and events that involve a guarantee amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters required by the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and these Articles of Association or those resolved at the general meeting by way of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by way of special resolutions.</p>	<p>Article 105<u>87</u> The following matters shall be passed by way of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital and issue of any kinds of shares, warrants and other similar securities by the Company;</p> <p>(2) Issue of corporate bonds;</p> <p>(3) Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company;</p> <p>(4) Amendment to these Articles of Association;</p> <p>(5) Acquisition and disposal of material assets within one year by the Company and events that involve a guarantee amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters required by the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and these Articles of Association or those resolved at the general meeting by way of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by way of special resolutions.</p>	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
39	Article 106 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.	Article 106 ⁸⁸ The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results. be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and The voting results of the resolutions shall be recorded in the minutes of meeting.	The amendment was made in accordance with the Guidelines on Articles of Association
40	CHAPTER 9 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS Article 110 to Article 117 	/	This chapter was deleted in accordance with the Guidelines on Articles of Association as the Mandatory Provisions was abolished
41	CHAPTER 10 BOARD OF DIRECTORS	CHAPTER 10 ⁷ BOARD OF DIRECTORS	/
42	Article 120 The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting. Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by way of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages pursuant to any contract.	Article 120 ⁹⁴ The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting. Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by way of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages pursuant to any contract.	The amendment was made in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

No.	Before amendment	After amendment	Reason for amendment
43	<p>Article 126.....</p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 15 of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:</p> <p>.....</p>	<p>Article 126<u>00</u>.....</p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 15<u>2</u> of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:</p> <p>.....</p>	/
44	<p>Article 133 The Board exercises the following functions and powers:</p> <p>.....</p> <p>(9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions and others;</p> <p>.....</p> <p>(19) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article 64 of Articles of Association hereunder;</p> <p>.....</p>	<p>Article 133<u>07</u> The Board exercises the following functions and powers:</p> <p>.....</p> <p>(9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions, <u>donation</u> and others;</p> <p>.....</p> <p>(19) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article 64<u>49</u> of Articles of Association hereunder;</p> <p>.....</p>	/

No.	Before amendment	After amendment	Reason for amendment
45	<p>Article 136 When the Board is disposing of fixed assets and should the sum of the expected value of the fixed assets proposed for disposal by the Board and the value derived for the fixed assets that were disposed of within 4 months prior to such proposed disposal exceed 33% of the fixed assets value set out in the latest balance sheet recently considered by the general meetings, the Board may not dispose of or agree to dispose of such fixed assets without such prior approval by the general meeting.</p> <p>.....</p>	/	This article was deleted as the Mandatory Provisions was abolished
46	<p>Article 138 The Board meetings shall include regular meetings and extraordinary meetings.</p> <p>Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions.</p> <p>The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the Supervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10 days upon receipt of the proposal, and shall give written notice to all directors and supervisors 5 days before the meeting is held.</p> <p>.....</p>	<p>Article 138<u>11</u> The Board meetings shall include regular meetings and extraordinary meetings.</p> <p>Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions.</p> <p>The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the Supervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10<u>5</u> days upon receipt of the proposal, and shall give written notice to all directors and supervisors 5<u>3</u> days before the meeting is held.</p> <p>.....</p>	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
47	<p>Article 139 The notice of Board meetings may be delivered in the manner(s) as set out in Article 240 of these Articles of Association.</p> <p>.....</p>	<p>Article 13912¹² The notice of Board meetings may be delivered in the manner(s) as set out in Article 240¹⁹⁴ of these Articles of Association.</p> <p>.....</p>	/
48	<p>Article 168 A supervisor shall faithfully perform his or her supervisory duties in accordance with the provisions of laws, administrative regulations and these Articles of Association.</p> <p>.....</p>	<p>Article 16840⁴⁰ A supervisor shall faithfully perform his or her supervisory duties in accordance with the provisions of <u>observe</u> laws, administrative regulations and these Articles of Association. They shall shoulder the duties of loyalty and due diligence to the Company, <u>and shall not accept any bribes or other illegal gains by taking advantage of his/her powers and position, or encroaching on the properties of the Company.</u></p> <p>.....</p>	The amendment was made in accordance with the Guidelines on Articles of Association
49	<p>Article 170 The Supervisory Committee shall be composed of five supervisors, one of whom shall be the chairman of the Supervisory Committee.</p> <p>The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by more than two-thirds of its members.</p>	<p>Article 17043⁴³ The Supervisory Committee shall be composed of five supervisors, one of whom shall be the chairman of the Supervisory Committee.</p> <p>The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by more than two-thirds <u>more than half</u> of its members.</p>	The amendment was made in accordance with the Guidelines on Articles of Association
50	<p>Article 175</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes.</p>	<p>Article 17548⁴⁸</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds <u>more than half</u> of the supervisors' votes.</p>	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
51	<p>Article 179 A person may not serve as a director, supervisor or senior management of the Company if any of the following occasions occur:</p> <p>(1) A person without capacity or with restricted capacity for civil acts;</p> <p>(2) A person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation;</p> <p>(3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) A person who is a former legal representative of a company or enterprise which its business license revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed upon the revocation of the business license;</p>	<p>Article 17952 A person may not serve as a director, supervisor or senior management of the Company if any of the following occasions occur:</p> <p>(1) A person without capacity or with restricted capacity for civil acts;</p> <p>(2) A person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation;</p> <p>(3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) A person who is a former legal representative of a company or enterprise which its business license revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed upon the revocation of the business license;</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>(5) A person who bears a relatively large amount of debts due and outstanding;</p> <p>(6) A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law where said investigation or prosecution is not yet concluded;</p> <p>(7) A person who is prohibited from entering the securities market by the competent securities authority under the State Council and the aforesaid prohibition period has not yet expired;</p> <p>(8) Anyone who may not serve as a head of the company pursuant to the provisions of the laws and administrative regulations, or rules and regulations of the competent authorities;</p> <p>(9) Anyone judged by the competent authorities to be in violation of the provisions of the relevant securities laws, has been involved in fraud or dishonest acts where less than 5 years has elapsed since the date on which the judgment was made;</p> <p>(10) Anyone who is not a natural person;</p>	<p>(5) A person who bears a relatively large amount of debts due and outstanding;</p> <p>(6) <u>A person who is prohibited from entering the securities market by the CSRC and the aforesaid prohibition period has not yet expired</u> A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law where said investigation or prosecution is not yet concluded;</p> <p>(7) A person who is prohibited from entering the securities market by the competent securities authority under the State Council and the aforesaid prohibition period has not yet expired;</p> <p>(8) Anyone who may not serve as a head of the company pursuant to the provisions of the laws and administrative regulations, or rules and regulations of the competent authorities;</p> <p>(9) Anyone judged by the competent authorities to be in violation of the provisions of the relevant securities laws, has been involved in fraud or dishonest acts where less than 5 years has elapsed since the date on which the judgment was made;</p> <p>(10) Anyone who is not a natural person;</p>	

No.	Before amendment	After amendment	Reason for amendment
	<p>(11) Other circumstances stipulated by laws, administrative regulations or departmental rules and regulations or rules of securities regulators and stock exchange(s) in the place(s) where the shares of the Company are listed.</p> <p>The breach of the foregoing provisions regarding the election of directors and supervisors, or the appointment of the senior management shall render such election or appointment null and void. Should the occasion(s) set forth in the foregoing provisions occur during a tenure of a director, supervisor or member of the senior management, the Company shall relieve such person from his/her duties.</p>	<p>(117) Other circumstances stipulated by laws, administrative regulations or departmental rules and regulations or rules of securities regulators and stock exchange(s) in the place(s) where the shares of the Company are listed.</p> <p>The breach of the foregoing provisions regarding the election of directors and supervisors, or the appointment of the senior management shall render such election or appointment null and void. Should the occasion(s) set forth in the foregoing provisions occur during a tenure of a director, supervisor or member of the senior management, the Company shall relieve such person from his/her duties.</p>	
52	<p>Article 180 to Article 184, Article 186 to Article 193, Article 195, and Article 196:</p> <p>.....</p>	/	<p>These articles were deleted in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
53	/	<p><u>Article 153 The directors and senior management shall comply with the laws, administrative regulations, and these Articles of Association. They shall bear the following duties of loyalty to the Company:</u></p> <p><u>(1) not to take advantage of his/her official functions and powers to accept bribes or other illegal gains, and not to encroaching on the Company's property;</u></p> <p><u>(2) not to misappropriate the Company's funds;</u></p> <p><u>(3) not to open in his/her own name or in another person's name any bank account for the purpose of depositing any of the Company's properties or funds;</u></p> <p><u>(4) not to advance the Company's funds to others or use the Company's properties to provide any security for others in violation of these Articles of Association or without the consent of the general meeting or the Board;</u></p> <p><u>(5) not to enter into any contract or transaction with the Company in violation of the Articles of Association or without the consent of the general meeting;</u></p>	<p>This article was added in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
		<p><u>(6) not to seek business opportunities otherwise belong to the Company for himself/herself or others by taking advantage of his/her position, or operate the same kind of business as the Company for himself/herself or for others, without the consent of the general meeting;</u></p> <p><u>(7) not to accept commissions arising from transactions with the Company and appropriate to himself/herself;</u></p> <p><u>(8) not to disclose the Company's confidential information without authorization;</u></p> <p><u>(9) not to damage the interests of the Company by taking advantage of their connected relationship with the Company;</u></p> <p><u>(10) other duties of loyalty as set out by laws, administrative regulations, departmental rules and these Articles of Association.</u></p> <p><u>Gains obtained by directors in violation of these Articles of Association shall belong to the Company; where director causes any damages to the Company, such director shall assume compensatory liability.</u></p> <p><u>The independent directors shall perform their responsibilities in accordance with laws, administrative regulations and departmental rules.</u></p>	

No.	Before amendment	After amendment	Reason for amendment
54	/	<p><u>Article 154 Directors and senior management shall abide by laws and, administrative regulations and these Articles of Association and perform the following duties of diligence:</u></p> <p><u>(1) to exercise the rights authorized by the Company in a prudent, careful and diligent way so as to ensure that the commercial activities of the Company are in compliance with PRC laws, administrative regulations and economic policies, and that the business activities do not exceed the business scope of the Company as registered in the business license;</u></p> <p><u>(2) to treat all shareholders equally;</u></p> <p><u>(3) to keep informed in a timely manner of the operating and management conditions of the Company in time;</u></p> <p><u>(4) to issue in written opinions of confirmation to the securities issuance documents and periodic reports of the Company so as to ensure that the information disclosed by the Company are true, accurate and complete;</u></p> <p><u>(5) to provide information and documents according to the facts to the board of supervisors and not to hinder the exercise of responsibilities by the board of supervisors or supervisors;</u></p>	<p>This article was added in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
		<p><u>(6) other duties of diligence as prescribed by laws, administrative regulations, department rules and the these Articles of Association.</u></p> <p><u>If directors, supervisors and senior management cannot guarantee the authenticity, accuracy and completeness of the contents of securities issuance documents and periodic reports or disagree with these contents, they shall express their opinions and state their reasons in written confirmation opinions, and the Company shall disclose them. If the Company chooses not to disclose them, directors, supervisors and senior management may directly apply for disclosure.</u></p>	

No.	Before amendment	After amendment	Reason for amendment
55	<p>Article 201 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein this Chapter.</p> <p>The financial reports mentioned in the preceding paragraph shall include the report of the Board, together with the balance sheet (including each document required to be attached thereto in accordance with the laws and administrative regulations of the PRC or others), profit and loss account or income and expenditure statement, or (to the extent that it is not in violation of the relevant PRC laws) the summary of financial reports approved by Hong Kong Stock Exchange.</p> <p>At least 21 days before the annual general meeting is convened, and in any event no more than four months from the end of the relevant year, the Company shall deliver the foregoing reports to each holder of overseas-listed foreign shares by postage-paid mail or other means (including through posting at the Company website or other websites as designated by the relevant stock exchange or sent by electronic means) permitted by the laws and regulations or listing rules of the stock exchange(s) in the place(s) in which the shares are listed, at the recipient's address as registered in the shareholders register.</p> <p>The Company shall also send interim financial reports to each holder of overseas-listed foreign shares for the first six months of each fiscal year. The time of delivery shall be three months upon the completion of such six-month period.</p>	/	<p>This article was deleted in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
56	<p>Article 206 The common capital reserve shall include the following funds:</p> <p>(1) the premiums obtained from the issue of shares in excess of the par;</p> <p>(2) such other revenue required to be included in the capital common reserve by the State Council's competent department in charge of finance.</p>	/	This article was deleted as the Mandatory Provisions was abolished
57	<p>Article 211 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing.</p> <p>The receiving agent appointed by the Company for holders of overseas – listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong.</p> <p>Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.</p>	<p>Article 211169 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing.</p> <p>The receiving agent appointed by the Company for holders of overseas – listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong.</p> <p>Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.</p>	The amendment was made in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

No.	Before amendment	After amendment	Reason for amendment
	<p>The Company has the right to cease delivering such dividend warrants by post to holders of overseas-listed foreign shares, provided that such power shall not be exercised until and such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised by the Company should such warrant be undelivered and returned for the first attempt of delivery.</p> <p>In the event of exercising the right to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms, without any reasonable doubts, that the original warrants have been destroyed.</p> <p>The Company has the right to sell the shares of a holder of the overseas – listed foreign shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions:</p> <p>(1) during a period of twelve years, there have been at least three distribution of such dividends in respect of the shares in question and no dividend during that period has been claimed;</p> <p>(2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one or more newspaper in the place where the Company is listed and shall notify the stock exchange(s) of such listing of such shares of such intention.</p>	<p>The Company has the right to cease delivering such dividend warrants by post to holders of overseas-listed foreign shares, provided that such power shall not be exercised until and such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised by the Company should such warrant be undelivered and returned for the first attempt of delivery.</p> <p>In the event of exercising the right to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms, without any reasonable doubts, that the original warrants have been destroyed.</p> <p>The Company has the right to sell the shares of a holder of the overseas – listed foreign shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions:</p> <p>(1) during a period of twelve years, there have been at least three distribution of such dividends in respect of the shares in question and no dividend during that period has been claimed;</p> <p>(2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one or more newspaper in the place where the Company is listed and shall notify the stock exchange(s) of such listing of such shares of such intention.</p>	

No.	Before amendment	After amendment	Reason for amendment
58	/	<p><u>Article 172 The Company shall implement an internal audit system and appoint full-time auditors to carry out internal audit and supervision of the Company's income and expenses and economic activities.</u></p> <p><u>The Company's internal audit system and the responsibilities of the auditors shall be carried out after obtaining approval of the Board. The auditor-in-chief shall be accountable and report to the Board.</u></p>	<p>This article was added in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
59	<p>CHAPTER 17 APPOINTMENT OF AN ACCOUNTING FIRM</p> <p>Article 214 The Company shall engage an independent accounting firm that complies with the relevant provisions of the State to audit the annual reports and other financial reports of the Company.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting. The appointment period of such accounting firm shall end upon the conclusion of the first annual general meeting.</p> <p>Should the Company's inaugural meeting fail to exercise its functions and power under the preceding paragraph, the Board shall exercise such functions and power.</p>	<p>CHAPTER 174 APPOINTMENT OF AN ACCOUNTING FIRM</p> <p>Article 214173 The Company shall engage an independent accounting firm that complies with the relevant provisions of the State to audit the annual reports and other financial reports of the Company.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting. The appointment period of such accounting firm shall end upon the conclusion of the first annual general meeting.</p> <p>Should the Company's inaugural meeting fail to exercise its functions and power under the preceding paragraph, the Board shall exercise such functions and power.</p> <p><u>The appointment of an accounting firm shall be made only by a general meeting, and no accounting firm shall be appointed by the Board prior to the decision of general meeting.</u></p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
60	<p>Article 216 An accounting firm engaged by the Company shall be entitled to the following rights:</p> <p>(1) the right of access, at any time, to the account books, records or vouchers of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanation;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend general meetings, receive a notice or other information concerning any meetings which all shareholders have a right to receive, and to be heard at any general meetings on any matter which is related to it as the accounting firm of the Company.</p>	<p>Article 216¹⁷⁵ An accounting firm engaged by the Company shall be entitled to the following rights:</p> <p>(1) the right of access, at any time, to the account books, records or vouchers of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanation;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend general meetings, receive a notice or other information concerning any meetings which all shareholders have a right to receive, and to be heard at any general meetings on any matter which is related to it as the accounting firm of the Company.</p> <p><u>The Company guarantees to provide true and complete vouchers, books, financial and accounting reports and other accounting materials to the accounting firm engaged and shall not refuse to provide or conceal or give false information.</u></p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
61	Article 217 to Article 218, and Article 220:	/	These articles were deleted as the Mandatory Provisions was abolished
62	Article 219 The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.	Article 219 <u>176</u> The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.	The amendment was made in accordance with the Guidelines on Articles of Association

No.	Before amendment	After amendment	Reason for amendment
63	<p>Article 221 Where the Company dismisses or no longer reappoint an accounting firm,</p> <p>(1) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements:</p> <p>1. in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or</p> <p>2. any other such occasions that shall be presented.</p> <p>(2) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains such statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of such statements at the company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the company website or such site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.</p>	<p>Article 221<u>177</u> Where the Company dismisses or no longer reappoint an accounting firm,</p> <p>(1) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements:</p> <p>1. in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or</p> <p>2. any other such occasions that shall be presented.</p> <p>(2) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains such statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of such statements at the company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the company website or such site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.</p>	<p>Certain content of this article was deleted as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
	<p>(3) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</p>	<p>(3) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</p>	
64	<p>Article 222 The merger or division of the Company shall require the proposal put forward by the Board. After such proposal has been passed in accordance with the procedures specified in the Articles of Association of the Company, the relevant examination and approval procedures regarding such proposal shall be carried out according to laws. Shareholders that object to such proposal on the merger or division of the Company shall have the right to require the Company or shareholders who are in favor of such proposal on merger or division to purchase their shares at a fair price. The contents of such resolutions approving the merger or division of the Company shall be compiled into a special document for inspection by shareholders.</p> <p>For holders of overseas-listed foreign shares, the foregoing documents shall be served by post or in a manner permitted by the relevant laws, regulations or listing rules of the stock exchange(s) of the place(s) where the shares of the Company are listed.</p>	/	<p>This article was deleted as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
65	<p>Article 226 The Company shall be dissolved and liquidated pursuant to laws should the Company be under any of the following circumstances:</p> <p>(1) Any of the causes for dissolution as stipulated in these Articles of Association is present;</p> <p>(2) The general meeting resolves to dissolve it;</p> <p>(3) It is necessary to be dissolved due to merger or division of the Company;</p> <p>(4) The Company is declared bankrupt according to laws for being unable to pay its due debts;</p> <p>(5) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or</p> <p>(6) In the event that the Company has encountered serious difficulties in operation and management and that the interests of the shareholders of the Company are caused to suffer from substantial loss due to the continuing existence of the Company while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's court to dissolve the Company pursuant to laws.</p>	<p>Article 226<u>181</u> The Company shall be dissolved and liquidated pursuant to laws should the Company be under any of the following circumstances:</p> <p>(1) Any of the causes for dissolution as stipulated in these Articles of Association is present;</p> <p>(2) The general meeting resolves to dissolve it;</p> <p>(3) It is necessary to be dissolved due to merger or division of the Company;</p> <p>(4) The Company is declared bankrupt according to laws for being unable to pay its due debts;</p> <p>(5) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or</p> <p>(6)<u>5</u> In the event that the Company has encountered serious difficulties in operation and management and that the interests of the shareholders of the Company are caused to suffer from substantial loss due to the continuing existence of the Company while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's court to dissolve the Company pursuant to laws.</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association as the Mandatory Provisions was abolished</p>

No.	Before amendment	After amendment	Reason for amendment
66	<p>Article 227 Where the Company is dissolved according to the provisions of Article 226 (1), (2), (5) or (6) of these Articles of Association, a liquidation team shall be formed within 15 days of the occurrence of the causes of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or any other people as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people’s court to designate relevant persons to form a liquidation team to carry out liquidation.</p> <p>Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles of Association, the people’s court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation team to carry out liquidation.</p>	<p>Article 227<u>182</u> Where the Company is dissolved according to the provisions of Article 226<u>181</u> (1), (2), <u>(4) or (5)</u> or (6) of these Articles of Association, a liquidation team shall be formed within 15 days of the occurrence of the causes of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or any other people as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people’s court to designate relevant persons to form a liquidation team to carry out liquidation.</p> <p>Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles of Association, the people’s court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation team to carry out liquidation.</p>	/

No.	Before amendment	After amendment	Reason for amendment
67	<p>Article 228 If the Board decides that the Company shall be liquidated (except for such liquidation as a result of the Company's declared bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the Board has made full inquiry into the position of the Company and that the Board is of the opinion that the Company can pay off its debts in full within 12 months after the liquidation has commenced.</p> <p>The functions and powers of the Board shall terminate immediately after the general meeting has passed the resolution regarding the carrying out of liquidation.</p> <p>The liquidation team shall take instructions from the general meeting and shall report to the general meeting on the liquidation team's income and expenditure, the business of the Company and the progress of the liquidation at least once per year. It shall make a final report to the general meeting upon the completion of such liquidation.</p>	/	This article was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
68	<p>Article 233 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall submit the same to the general meeting or the people's court for confirmation. And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents to the company registration authority to apply for the company de-registration, and to announce that the Company is terminated.</p>	<p>Article 233187 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, and a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall submit the same to the general meeting or the people's court for confirmation. And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents and further to the company registration authority to apply for the company de-registration; and to announce that the Company is terminated.</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Before amendment	After amendment	Reason for amendment
69	<p>CHAPTER 20 NOTICE</p> <p>Article 240 Notices of the Company may be served through means as follows:</p> <p>.....</p> <p>Unless the context otherwise requires, “announcement” referred to in these Articles of Association shall refer to if issued to domestic shareholders or within the PRC as required under relevant regulations and these Articles of Association, the announcement published in such Chinese newspapers as specified by the PRC laws and regulations or the securities regulatory agency under the State Council; and if issued to holders of H shares or in Hong Kong as required under the relevant provisions or these Articles of Association, the announcement being published in such Hong Kong newspapers as specified in relevant listing rules. All notices or other documents required under Chapter 13 of the Listing Rules to be sent by the Company to the Hong Kong Stock Exchange shall be in English language, or accompanied by a certified English translation.</p> <p>.....</p>	<p>CHAPTER 20<u>17</u> NOTICE</p> <p>Article 240<u>194</u> Notices of the Company may be served through means as follows:</p> <p>.....</p> <p>Unless the context otherwise requires, “announcement” referred to in these Articles of Association shall refer to if issued to domestic shareholders or within the PRC as required under relevant regulations and these Articles of Association, the announcement published in such Chinese newspapers as specified by the PRC laws and regulations or the securities regulatory agency under the State Council; and if issued to holders of H shares or in Hong Kong as required under the relevant provisions or these Articles of Association, the announcement being published in such Hong Kong newspapers as specified in relevant listing rules. All notices or other documents required under Chapter 13 of the Listing Rules to be sent by the Company to the Hong Kong Stock Exchange shall be in English language, or accompanied by a certified English translation.</p> <p>.....</p>	/
70	<p>CHAPTER 21 SETTLEMENT OF DISPUTES</p> <p>Article 244 The Company shall comply with the following rules in settling disputes:</p> <p>.....</p>	/	This chapter was deleted as the Mandatory Provisions was abolished

No.	Before amendment	After amendment	Reason for amendment
71	<p>CHAPTER 22 SUPPLEMENTARY ARTICLES</p> <p>Article 245 Definition</p> <p>(1) In these Articles of Association, “acting in concert” means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control through take-over of the Company’s voting rights by any one of them.</p> <p>.....</p>	<p>CHAPTER 22<u>18</u> SUPPLEMENTARY ARTICLES</p> <p>Article 245<u>198</u> Definition</p> <p>(1) <u>The “controlling shareholder” referred to in these Articles of Association means a shareholder who holds ordinary shares (including preferred shares with voting rights restored) representing 50% or more of the total share capital of the Company, or a shareholder having sufficient voting rights of the shares to pose significant influence on the resolutions of the general meetings despite holding less than 50% of the total share capital of the Company. If the listing rules of the stock exchange(s) of the place(s) where the shares of the Company are listed define(s) controlling shareholder otherwise, such rules shall prevail.</u></p> <p>(1<u>2</u>) In these Articles of Association, “acting in concert” means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control through take-over of the Company’s voting rights by any one of them.</p> <p>.....</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

Note: As a result of addition and deletion of articles, numbering of the original articles of the Articles of Association has been adjusted and hence those cross-referenced articles have been adjusted accordingly, which are not showed separately.