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## **Chongqing Hongjiu Fruit Co., Limited**

### **重慶洪九果品股份有限公司**

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

**(Stock Code: 6689)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURE FOR GENERAL MEETING**

This announcement is made by Chongqing Hongjiu Fruit Co., Limited (the “**Company**”) in accordance with Rule 13.51 (1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to amend the articles of association of the Company (the “**Articles of Association**”) and the Rules for Procedure for General Meeting of the Company (the “**Proposed Amendments**”).

On February 14, 2023, the State Council of the People's Republic of China (the “**PRC**”) (the “**State Council**”) issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) (the “**Decision**”), which included the repeal of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on August 4, 1994. On February 17, 2023, the China Securities Regulatory Commission promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and the relevant guidelines, which included the repeal of the Notice on the Implementation of the Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Decision and Trial Measures (collectively, the “**New PRC Regulations**”) became effective on March 31, 2023. From the effective date of the New PRC Regulations, PRC issuers may prepare their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), instead of the Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas (《到境外上市公司章程必備條款》). In view of the aforementioned New PRC Regulations, the Stock Exchange also published a consultation paper on Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers (the “**Consultation Paper**”) on February 24, 2023, which provided for consequential amendments to the Listing Rules. On July 21, 2023, the Stock Exchange published conclusions on the Consultation Paper. In particular, the Stock Exchange has introduced consequential amendments to the Listing Rules which came into effect on August 1, 2023 to reflect, among other things, the requirements of the New PRC Regulations. Accordingly, the Board proposes to amend the existing Articles of Association to comply with the requirements of the Listing Rules and applicable PRC laws and regulations, and to make minor adjustments to certain provisions of the Articles of Association in accordance with the operational and management needs of the Company. Please refer to Appendix I for details.

In light of the amendments to the Articles of Association, the Board also proposes to amend correspondingly the certain provisions of Rules of Procedure for General Meeting of the Company. Please refer to Appendix II for details.

The Board is of the view that domestic shares of the Company (the “**Shares**”) and H Shares are deemed as the same class of ordinary Shares following the repeal of the Mandatory Provisions as stated above, while the substantive rights attached to these two classes of shares (including rights on voting, dividend and asset distribution upon liquidation) are the same. Taking into account recent development of such laws and the Company has complied with the core shareholder protection standards under the Listing Rules, the Proposed Amendments (including the removed class meeting requirement in Articles of Association of the Company upon the repeal of the Mandatory Provisions) would not undermine the protection of holders of H Shares of the Company, and also not have a material effect on protection of shareholders of the Company (the “**Shareholders**”).

The Proposed Amendments are still subject to the consideration and approval by the extraordinary general meeting as well as the class meeting of H Shareholders and the class meeting of holders of domestic Shares of the Company (collectively, the “**Class Meetings**”) to be held immediately following the conclusion of the extraordinary general meeting by way of special resolution. The Board has resolved to seek the approval of the Shareholders at the general meetings to authorize the Board who may delegate the authorized persons to amend the articles in the Articles of Association and the relevant rules of the Company relevant to the Proposed Amendments and handle the relevant industrial and commercial registration and filing procedures on behalf of the Company in respect of the amended Articles of Association according to the laws, regulations and other regulatory documents of the PRC and overseas, as well as the requirements and advices from the relevant local and overseas regulatory authorities and stock exchange of the place where the Shares are listed. Prior to the passing of the amendments at the extraordinary general meeting and Class Meetings, the existing Articles of Association and the relevant rules of the Company remain valid.

A circular containing, among other things, details of the above resolutions, together with the notices of the extraordinary general meeting and the H share class meeting, will be despatched to the Shareholders as soon as practicable.

By Order of the Board  
**Chongqing Hongjiu Fruit Co., Limited**  
**Deng Hongjiu**  
*Chairman of the Board and Executive Director*

Chongqing, the PRC  
September 25, 2023

*As at the date of this announcement, the Board comprises Mr. Deng Hongjiu as the chairman of the Board and an executive Director, Ms. Jiang Zongying, Mr. Peng He, Mr. Yang Junwen and Ms. Tan Bo as executive Directors, Mr. Xia Bei, Mr. Dong Jiaxun and Mr. Chen Tongtong as non-executive Directors, and Ms. Xu Kemei, Ms. Liu Xiuqin, Mr. An Rui and Mr. Liu Anzhou as independent non-executive Directors.*

## Appendix I:

Existing Articles	Amended Articles
<b>Chapter 1 General Provisions</b>	
<p><b>Article 1</b> To safeguard the lawful rights and interests of Chongqing Hongjiu Fruit Co., Limited (hereinafter referred to as the “Company”), the shareholders of the Company and to regulate the organizations and acts of the Company, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions in Articles of Association of Joint Stock Limited Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Letter on the Supplementary Opinions to the Articles of Association of Companies to be listed in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, the Articles of Association are hereby made.</p>	<p><b>Article 1</b> To safeguard the lawful rights and interests of Chongqing Hongjiu Fruit Co., Limited (hereinafter referred to as the “Company”), the shareholders of the Company and to regulate the organizations and acts of the Company, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <del>the Special Regulations of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions in Articles of Association of Joint Stock Limited Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Letter on the Supplementary Opinions to the Articles of Association of Companies to be listed in Hong Kong,</del> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, the Articles of Association are hereby made.</p>
<p><b>Article 2</b> The Company is a joint stock limited company incorporated by promotion through the Special Regulations and other relevant provisions in accordance with the Company Law. The Company was established by sponsorship, registered with the Market Supervision Administration of Shizhu Tujia Autonomous County (石柱土家族自治县市场监督管理局), and obtained a business license. The unified credit code is 91500103742896264D.</p>	<p><b>Article 2</b> The Company is a joint stock limited company incorporated by promotion through <del>the Special Regulations and</del> other relevant provisions in accordance with the Company Law. The Company was established by sponsorship, registered with the Market Supervision Administration of Shizhu Tujia Autonomous County (石柱土家族自治县市场监督管理局), and obtained a business license. The unified credit code is 91500103742896264D.</p>

Existing Articles	Amended Articles
<p><b>Article 9</b> The Articles of Association shall be a document that regulates the organizations and acts of the Company as well as the rights and obligations between the Company and the shareholders and among the shareholders from the effective date. The Articles of Association shall be legally binding upon the Company and its shareholders, directors, supervisors and senior management. Shareholders may sue shareholders; shareholders may sue directors, supervisors, managers and other senior management of the Company; shareholders may sue the Company, and Company may sue shareholders, directors, supervisors, managers and other senior management in accordance with the Articles of Association.</p> <p>The legal action referred to in the preceding paragraph includes applications to competent courts or arbitral bodies.</p>	<p><b>Article 9</b> The Articles of Association shall be a document that regulates the organizations and acts of the Company as well as the rights and obligations between the Company and the shareholders and among the shareholders from the effective date. The Articles of Association shall be legally binding upon the Company and its shareholders, directors, supervisors and senior management. Shareholders may sue shareholders; shareholders may sue directors, supervisors, <b>general</b> manager and other senior management of the Company; shareholders may sue the Company, and Company may sue shareholders, directors, supervisors, <b>general</b> manager and other senior management in accordance with the Articles of Association.</p> <p><del>The legal action referred to in the preceding paragraph includes applications to competent courts or arbitral bodies.</del></p>
<b>CHAPTER 2 PURPOSE AND SCOPE OF BUSINESS</b>	
<p><b>Article 12</b> The Company’s business scope registered according to law: General items: acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, except the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities); (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p> <p>The specific business scope is subject to the business license issued by the Company registration authority.</p>	<p><b>Article 12</b> The Company’s business scope registered according to law: General items: acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, except the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities), <b>marketing planning; enterprise management consulting and goods warehouse service (excluding projects of hazardous chemicals and other projects requiring approval)</b> (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p> <p>The specific business scope is subject to the business license issued by the Company registration authority.</p>

Existing Articles	Amended Articles
<b>CHAPTER 3 SHARES</b>	
<p><b>Article 14</b> Issuance of shares of the Company shall follow the principles of openness, fairness and impartiality, and each share of the same class shall have equal rights.</p> <p>The stock of the same batch and the same class shall be issued in the same terms and price. Each unit or individual shall pay the same price per share for the subscribed shares. The domestic shares and overseas listed foreign shares issued by the Company shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>The Company shall have ordinary shares at all times. With the approval of company examination and approval department authorized by the State Council, the Company may have other forms of shares when needed.</p>	<p><b>Article 14</b> Issuance of shares of the Company shall follow the principles of openness, fairness and impartiality, and each share of the same class shall have equal rights.</p> <p>The stock of the same batch and the same class shall be issued in the same terms and price. Each unit or individual shall pay the same price per share for the subscribed shares. The domestic shares and <del>overseas listed foreign shares</del> <b>H Shares</b> issued by the Company shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>The Company shall have ordinary shares at all times. <b><u>Subject to the fulfilling the registration or filing procedures with the securities regulatory authority of the State Council according to laws</u></b>, the Company may have other forms of shares when needed.</p>
<p><b>Article 16</b> Subject to the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>...</p>	<p><b>Article 16</b> <b><u>Subject to the fulfilling the registration or filing procedures with the securities regulatory authority of the State Council according to laws</u></b>, the Company may issue shares to domestic investors and foreign investors.</p> <p>...</p>
<p><b>Article 17</b> Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Overseas listed foreign shares are referred to as overseas listed foreign shares, which the overseas listed foreign shares listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) refer to “H Shares”. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p>	<p><b>Article 17</b> Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares.</p> <p><b><u>The shares of the Company listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) are refer to as “H Shares”.</u></b></p>



Existing Articles	Amended Articles
<p>After obtaining the approval from the State Council or its authorized bodies and the consent of the Hong Kong Stock Exchange, holders of domestic shares of the Company may transfer all or part of their shares to overseas investors and list the said shares on an overseas stock exchange; all or part of the domestic shares may be converted into overseas listed foreign shares, and the listing of the converted shares on an overseas stock exchange shall also comply with the regulatory procedure, regulations and requirements of the overseas stock market. No general meeting or class meeting is required to be held to resolve on the listing of the transferred shares or foreign shares converted from domestic shares on an overseas stock exchange. After the domestic shares are converted into overseas listed foreign shares, the converted shares shall be the same class of shares as the original overseas listed foreign shares.</p> <p>Qualified investors may purchase the shares of the Company through the stock connect schemes between Chinese Mainland and Hong Kong or other overseas stock markets.</p> <p>“Foreign currencies” mean the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to pay the share price to the Company.</p>	<p><b><u>After fulfilling the registration or filing procedures with the securities regulatory authority of the State Council, holders of domestic shares of the Company may convert all or part of their shares into H Shares, and the listing of the converted shares on Hong Kong Stock Exchange shall also comply with the regulatory procedure, regulations and requirements of the Hong Kong Stock Exchange. No general meeting is required to be held to resolve on the listing of the H shares converted from domestic shares on Hong Kong Stock Exchange. After the domestic shares are converted into H shares, the converted shares shall be the same class of shares as the original H shares.</u></b></p> <p>Qualified investors may purchase the shares of the Company through the stock connect schemes between Chinese Mainland and Hong Kong or other overseas stock markets.</p> <p><del>“Foreign currencies” mean the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to pay the share price to the Company.</del></p>

Existing Articles	Amended Articles
<p><b>Article 18</b> As approved by the examination and approval department authorized by the State Council, the total number of ordinary shares issued by the Company is 1,417,066,406. Among others:</p> <p>(I) The Company issued a total of 5,000,000 shares to the two promoters, Deng Hongjiu and Jiang Zongying, at the time of its establishment.</p> <p>(II) After the establishment of the Company, the Company has undergone a second capital increase, and capitalization of the capital reserve. As at the date before issuance of H Shares, the total number of ordinary shares issued by the Company is 453,073,902 shares.</p> <p>(III) The total number of ordinary shares of the Company is 467,368,802 after the initial offering of H shares by the Company and the exercise of the Over-allotment Option, among which 14,012,500 shares are newly issued, 282,400 shares are over-allocated, 296,516,495 domestic stock shares, and 42 Shareholders (including Deng Hongjiu) convert 296,516,495 domestic unlisted shares they held in the Company into overseas listed foreign shares.</p> <p>(IV) The total number of ordinary shares of the Company was 1,417,066,406 after a capitalization of capital reserve and an issuance of new H shares under the general mandate.</p> <p>The Company's share capital structure is as follows: the total number of ordinary shares is 1,417,066,406, of which 469,672,221 domestic shares account for 33.14% of the Company's total shares; 947,394,185 H shares (including 889,549,485 H shares converted from domestic unlisted shares), accounting for 66.86% of the Company's total shares.</p>	<p><b>Article 18</b> <u>The total number of ordinary shares issued by the Company is 1,417,066,406.</u></p>

Existing Articles	Amended Articles
<p><b>Article 19</b> After the Company’s plan for the issuance of overseas listed foreign shares and domestic shares has been approved by the securities regulatory authorities of the State Council, the Board of Directors of the Company may arrange for implementation of such plan by means of separate offerings.</p> <p>The Company may, according to the preceding paragraph, implement the plan for the issuance of overseas listed foreign shares and domestic shares within 15 months, respectively, from the date of approval by the securities regulatory authorities of the State Council, except as otherwise stipulated by the securities regulatory authorities of the State Council.</p>	(Deleted)
<p><b>Article 20</b> Where the Company issues overseas listed foreign shares and domestic shares separately within the total number of shares stated in the Company’s proposal for the issuance of shares, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time in special circumstances, the shares may be issued through separate offerings subject to the approval of the securities regulatory authorities of the State Council.</p>	<p><b>Article 19</b> Where the Company issues <b>H Shares</b> and domestic shares separately within the total number of shares stated in the Company’s proposal for the issuance of shares, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time in special circumstances, the shares may be issued through separate offerings—<del>subject to the approval of the securities regulatory authorities of the State Council.</del></p>
<p><b>Article 21</b> Pursuant to the requirements of laws, regulations and the securities regulatory rules of the stock exchange where the Company’s shares are listed, the Company may, based on its business and development needs, the Company may increase its registered capital in the following ways:</p> <p>(I) issue new shares to non-specified investors;</p> <p>(II) by placing new shares to its existing shareholders;</p> <p>(III) issue bonus shares to existing shareholders;</p> <p>(IV) by capitalising its capital reserves;</p>	<p><b>Article 20</b> Pursuant to the requirements of laws, regulations and the securities regulatory rules of the stock exchange where the Company’s shares are listed, the Company may, based on its business and development needs, the Company may increase its registered capital in the following ways:</p> <p>(I) <b><u>by public offering of shares;</u></b></p> <p>(II) <b><u>by private placement of shares;</u></b></p> <p>(III) issue <b><u>by allotting</u></b> bonus shares to existing shareholders;</p> <p>(IV) by capitalising its capital reserves;</p>



Existing Articles	Amended Articles
<p>(V) by other ways permitted by the laws, administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association be conducted in accordance with the procedures stipulated in the relevant national laws and administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p>	<p>(V) by other ways permitted by the laws, administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association be conducted in accordance with the procedures stipulated in the relevant national laws and administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p>
<p><b>Article 24</b> The Company may buy back its shares in one of the following manners with the approval from relevant national competent authorities or relevant authorities:</p> <p>(I) by making a pro rata general offer of buy-back to all shareholders;</p> <p>(II) by repurchasing shares through public trading on a stock exchange;</p> <p>(III) by repurchasing through an off-market agreement.</p> <p>When the Company acquires its shares due to the circumstances in the Items (III), (V) and (VI) to Clause I of the Article 23 of the Articles of Association, it shall be conducted through public centralized trading. It shall be carried out in accordance with the laws and regulations and the relevant regulations of the securities regulatory rules of the stock exchange where the Company's shares are listed.</p>	<p><b><u>Article 23</u></b> <b><u>When the Company buy back its shares, it may be conducted through public centralized trading or other methods permitted by the laws and regulations and the China Securities Regulatory Commission and/or the Securities and Futures Commission of Hong Kong.</u></b></p> <p><b><u>When the Company acquires its shares due to the circumstances in the Items (III), (V) and (VI) to Clause I of the Article 22 of the Articles of Association, it shall be conducted through public centralized trading.</u></b></p>

Existing Articles	Amended Articles
<p><b>Article 25</b> Where the Company buys back its shares through an off-market agreement, it shall seek prior approval of the general meeting in accordance with the Articles of Association. The Company may terminate or amend an agreement entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the general meeting obtained in the same manner.</p> <p>The agreement for the share buy-back referred to in the preceding paragraph includes but not limited to agreements assuming obligations of share buy-back and acquiring the rights of the shares bought back.</p> <p>The Company shall not assign an agreement for repurchasing its own shares or any of its rights thereunder.</p>	(Deleted)
<p><b>Article 26</b> Insofar as the Company has the right to repurchase redeemable shares, if they are not bought back on the market or by way of tender, the purchase prices of these shares shall not exceed certain maximum price; if they are bought back by way of tender, the tenders shall be available and proposed to all shareholders in the same manner.</p>	(Deleted)
<p><b>Article 27</b> When the Company acquires its shares due to the circumstances required in the Items (I) and (II) to Clause I of Article 23 of the Articles of Association, it shall be resolved by the general meeting. When the Company acquires the its shares due to the circumstances required in the Items (III), (V) and (VI) to Clause I of Article 23 of the Articles of Association, it may be resolved by the Board Meeting attended by more than two-thirds of the directors according to the provisions of the Articles of Association or the authorization of the general meeting.</p>	<p><b>Article 24</b> When the Company acquires its shares due to the circumstances required in the Items (I) and (II) to Clause I of Article <del>23</del><u>22</u> of the Articles of Association, it shall be resolved by the general meeting. When the Company acquires the its shares due to the circumstances required in the Items (III), (V) and (VI) to Clause I of Article <del>23</del><u>22</u> of the Articles of Association, it <u>shall</u> be resolved by the Board Meeting attended by more than two-thirds of the directors <del>according to the provisions of the Articles of Association or the authorization of the general meeting.</del></p>

Existing Articles	Amended Articles
<p>When the Company acquire its shares in accordance with Clause I of Article 23 of the Articles of Association, in case of (I), the shares shall be cancelled within 10 days from the date of purchase; in case of (II) and (IV), the shares shall be transferred or cancelled within 6 months; and in case of (III), (V) and (VI), the aggregate number of shares held by the Company shall not exceed 10% of the total amount of issued shares of the Company, and shall be transferred or cancelled within 3 years.</p> <p>After the shares are bought back by the Company pursuant to the laws, the Company shall cancel such shares bought back and shall apply to the original company registration authority for registration of the change in the registered capital. The amount of the Company's registered capital shall be reduced by the aggregate nominal value of those cancelled shares.</p> <p>Where the relevant laws and regulations, regulatory documents and relevant provisions of the securities regulatory authority at the places where the Company's shares are listed have any other provisions in respect of the matters relating to the aforesaid share buyback, such provisions shall prevail.</p>	<p>When the Company acquire its shares in accordance with Clause I of Article <del>23</del><b>22</b> of the Articles of Association, in case of (I), the shares shall be cancelled within 10 days from the date of purchase; in case of (II) and (IV), the shares shall be transferred or cancelled within 6 months; and in case of (III), (V) and (VI), the aggregate number of shares held by the Company shall not exceed 10% of the total amount of issued shares of the Company, and shall be transferred or cancelled within 3 years.</p> <p><del>After the shares are bought back by the Company pursuant to the laws, the Company shall cancel such shares bought back and shall apply to the original company registration authority for registration of the change in the registered capital. The amount of the Company's registered capital shall be reduced by the aggregate nominal value of those cancelled shares.</del></p> <p>Where the relevant laws and regulations, regulatory documents, relevant provisions of the securities regulatory authority at the places where the Company's shares are listed <b><u>or the Securities and Futures Commission of Hong Kong and the China Securities Regulatory Commission have any other provisions</u></b> in respect of the matters relating to the aforesaid share buyback, such provisions shall prevail.</p>
<p><b>Article 28</b> Unless the Company is under liquidation, it shall comply with the following provisions in respect of the buy-back of its outstanding shares:</p> <p>(I) where the Company buys back its shares at nominal value, the amount thereof shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the buy-back of shares;</p>	<p>(Deleted)</p>

Existing Articles	Amended Articles
<p>(II) where the Company buys back its shares at a price higher than nominal value, the portion corresponding to the nominal value shall be deducted from the book balance of the distributable profits of the Company and/ or from the proceeds of a new issue of shares made for the buy-back of the old shares. The portion in excess of the nominal value shall be handled as follows:</p> <ol style="list-style-type: none"> <li>1. if the shares bought back were issued at nominal value, payment shall be deducted from the book balance of the distributable profits of the Company;</li> <li>2. if the shares bought back were issued at a price higher than their nominal value, payment shall be deducted from the book balance of the distributable profits of the Company and/ or from the proceeds of a new issue of shares made for the buy-back of the old shares, provided that the amount deducted from the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the shares bought back nor shall it be more than the amount of the Company's premium account (or capital reserve account) at the time of such buy-back (including the premiums on the new issue of shares).</li> </ol> <p>(III) payment by the Company for the following purposes shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> <li>1. acquisition of rights to buy-back shares of the Company;</li> <li>2. modification of any agreement for repurchasing shares of the Company;</li> <li>3. release of any of the Company's obligations under any agreement for repurchasing its shares.</li> </ol>	

Existing Articles	Amended Articles
<p>(IV) after the aggregate nominal value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant requirements, the amount deducted from the distributable profits for payment for repurchasing shares at their nominal value shall be accounted for in the Company's premium account (or capital reserve account).</p> <p>Where the laws, regulations, normative documents and relevant requirements of the Securities Regulatory Authorities or stock exchange in the place where the Company's securities are listed contain any other provisions in respect of the accounting treatment related to the aforementioned share buy-back, such provisions shall prevail.</p>	
	<p>(Newly added) <b><u>Article 25 The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase shares of the Company.</u></b></p>
<p><b>Article 29</b> Unless otherwise specified in the laws, administrative regulations, and by the securities regulatory authorities in the place where the shares of the Company are listed, shares of the Company can be freely transferred and are not subject to any lien. The transfer of shares shall be registered with the local stock registration institution entrusted by the Company. If any fee is required for such registration, such fee shall not exceed the maximum fee specified in the Hong Kong Listing Rules from time to time.</p> <p>All the fully paid-up H-shares are freely transferable pursuant to the Articles of Association. However, the Board of Directors may refuse to recognize any instrument of transfer without giving any reasons thereof, unless:</p> <p>(I) the instrument of transfer and other documents relating to or affecting the ownership of any share shall be registered;</p>	<p>(Deleted)</p>



Existing Articles	Amended Articles
<p>(II) the instrument of transfer involves only the H-shares;</p> <p>(III) the stamp duty payable in respect of the instrument of transfer has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board of Directors showing that the transferor has the rights to transfer such shares shall be provided;</p> <p>(V) if the shares are transferred to joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) the relevant shares are free of any lien in favor of the Company; and</p> <p>(VII) the shares shall not be transferred to minors or persons of unsound mind or under legal incapacity.</p> <p>If the Board of Directors refuses to register the transfer of shares, the Company shall give the transferor and transferee a notice of refusal to register the transfer of shares within two months from the date of the formal application for transfer. All the H-shares shall be transferred by way of written transfer instrument in an ordinary or general format, or any other format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). A written transfer instrument may be signed by hand or (where the transferor or transferee is a corporation) by the effective company seal. If the transferor or transferee is a recognized clearing house as defined in the laws of Hong Kong (the “Recognized Clearing House”) or its agent, the written transfer instrument may be signed by hand or in a machine-printed form.</p> <p>All the transfer instruments shall be kept at the address of the Company’s registered office, share registrar or such address as the Board of Directors may specify from time to time.</p>	

Existing Articles	Amended Articles
<p><b>Article 31</b> The shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. Shares issued prior to any public offer of shares shall not be transferred within one year of the date on which the shares of the company are listed and traded on a stock exchange.</p> <p>The Directors, Supervisors and senior management of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25% of the total number of their shares in the Company per annum. The shares held by them shall not be transferred within one year of the date on which the shares are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.</p> <p>Where relevant requirements of the Securities Regulatory Authorities in the place where the Company's shares are listed contain any other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.</p>	<p><b>Article 27</b> The shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. Shares issued prior to any public offer of shares shall not be transferred within one year of the date on which the shares of the company are listed and traded on a stock exchange.</p> <p>The Directors, Supervisors and senior management of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25% of the total number of their shares in the Company per annum. The shares held by them shall not be transferred within one year of the date on which the shares are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.</p> <p>Where relevant requirements of the Securities Regulatory Authorities in the place where the Company's shares are listed contain any other provisions on the transfer restrictions of <b>H Shares</b>, such provisions shall prevail.</p>
<p><b>Section 4 Financial assistance for purchase of the Company's shares</b></p>	<p>(The whole section was deleted)</p>
<p><b>CHAPTER 4 SHAREHOLDERS AND GENERAL MEETING</b></p>	
<p><b>Article 36</b> During the listing of the H Shares in Hong Kong, the Company shall ensure that the following statements are included in the relevant H Shares documents (including H Shares certificates) 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>(Deleted)</p>

Existing Articles	Amended Articles
<p>(I) 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, the Special Provisions and other relevant laws, administrative regulations and the Articles of Association.</p> <p>(II) the purchaser of the shares agrees with the Company and each of its shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of the 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 of rights arising from the 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 or administrative regulations in accordance with the provisions of the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct an open hearing and to publish its arbitration award. Such arbitration shall be final and conclusive.</p> <p>(III) 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 transferred by the holders.</p> <p>(IV) 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>The overseas listed shares issued by the Company may take the form of overseas depositary receipt or other derivative form of share certificate in accordance with laws and securities registration and depositary practice of the place where the Company's shares are listed.</p>	

Existing Articles	Amended Articles
<p>Where the share capital of the Company includes shares without voting rights, the words “non-voting” shall appear in the designation of such shares.</p> <p>Where the share capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	
<p><b>Article 37</b> The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior management of the Company are required by the stock exchange where the Company’s shares are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing or imprinting of the Company seal to the share certificates shall be authorised by the Board. The signature of the Chairman of the Board or such other senior management of the Company on the share certificates may also be in printed form.</p> <p>In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities in the place where the Company’s shares are listed shall apply.</p>	<p><del><b>Article 29</b> The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior management of the Company are required by the stock exchange where the Company’s shares are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing or imprinting of the Company seal to the share certificates shall be authorised by the Board. The signature of the Chairman of the Board or such other senior management of the Company on the share certificates may also be in printed form.</del></p> <p>In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities in the place where the Company’s shares are listed shall apply.</p>
<p><b>Article 38</b> The Company shall establish a register of shareholders in accordance with certificates from the share registrar, or conduct shareholder registration in accordance with laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company’s shares are listed. The register of shareholders is a sufficient evidence of the Shareholders’ shareholdings in the Company. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p>	<p><b>Article 30</b> The Company shall establish a register of shareholders in accordance with certificates from the share registrar, or conduct shareholder registration in accordance with laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company’s shares are listed. The register of shareholders is a sufficient evidence of the Shareholders’ shareholdings in the Company. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p>

Existing Articles	Amended Articles
<p>The register of shareholders shall include the following particulars:</p> <p>(I) the name (title), address (domicile), occupation or nature of each Shareholder;</p> <p>(II) the class and number of shares held by each Shareholder;</p> <p>(III) the amount paid or payable for the shares held by each Shareholder;</p> <p>(IV) the serial number of the share certificate held by each Shareholder;</p> <p>(V) the date on which each shareholder is registered as a Shareholder;</p> <p>(VI) the date on which each shareholder ceases to be a Shareholder.</p> <p>The register of shareholders is a sufficient evidence of the Shareholders' shareholdings in the Company unless there is evidence to the contrary.</p>	<p>The register of shareholders shall include the following particulars:</p> <p><b><u>(I) the name and address of shareholder;</u></b></p> <p><b><u>(II) the capital contribution made by shareholder;</u></b></p> <p><b><u>(III) the serial number of the capital contribution certificate.</u></b></p> <p><b><u>The shareholders recorded in the register of shareholders may, pursuant to the register of shareholders, claim and exercise shareholders' rights.</u></b></p> <p><b><u>The Company shall register the name of shareholder at the Company registration authority. The Company shall carry out amendment of the registration in the event of any change in the registered details. Any registration detail that fails to be registered or amended shall not be valid against any third-party.</u></b></p>
<p><b>Article 39</b> The Company may keep overseas the original register of shareholders of overseas listed foreign shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the securities regulatory authorities of the State Council and the overseas securities regulatory authorities. The original register of holders of H Shares listed on the Hong Kong Stock Exchange shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of shareholders of overseas listed foreign shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.</p> <p>Where the original and copies of the register of shareholders of overseas listed foreign shares are inconsistent, the original shall prevail.</p>	<p>(Deleted)</p>



Existing Articles	Amended Articles
<p><b>Article 40</b> The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following parts:</p> <p>(I) the register(s) of shareholders kept at the Company's domicile other than those specified in items (II) and (III);</p> <p>(II) the register(s) of shareholders of overseas listed foreign shares kept in the place(s) of the overseas stock exchange(s) where the shares are listed;</p> <p>(III) the register(s) of shareholders kept in other places as the Board of Directors may decide and consider necessary for listing purposes.</p>	(Deleted)
<p><b>Article 41</b> The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register of shareholders.</p> <p>Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the places where each part is kept.</p>	(Deleted)
<p><b>Article 42</b> Within 20 days prior to the convening of the general meeting or 5 days prior to the record date of which the Company decides to distribute dividends, the change of share register arising from share transfer shall not be registered. If the laws, administrative regulations, rules of department, normative documents of the PRC and rules of relevant stock exchanges or regulatory authorities in the place where the Company's shares are listed provide otherwise, such provisions shall prevail.</p>	<p><del><b>Article 31</b> Within 20 days prior to the convening of the general meeting or 5 days prior to the record date of which the Company decides to distribute dividends, the change of share register arising from share transfer shall not be registered. If the laws, administrative regulations, rules of department, normative documents of the PRC and rules of relevant stock exchanges or regulatory authorities in the place where the Company's shares are listed</del> <b><u>have provisions on the period during which the share registrar is suspended before the general meeting or before the base date on which the Company decides to distribute dividends, such provisions shall prevail.</u></b></p>

Existing Articles	Amended Articles
<p><b>Article 43</b> When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the Board of Directors shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date shall be the shareholders of the Company.</p> <p>Any party which raises objection to a register of shareholders and requests its name (title) to be registered in the register of shareholders or requests that its name (title) be deleted from the register of shareholders may apply to the court having jurisdiction to amend that register of shareholders.</p>	<p><b>Article 32</b> When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the Board of Directors <b><u>or convener of the general meeting</u></b> shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date shall be the shareholders of the Company.</p> <p><del>Any party which raises objection to a register of shareholders and requests its name (title) to be registered in the register of shareholders or requests that its name (title) be deleted from the register of shareholders may apply to the court having jurisdiction to amend that register of shareholders.</del></p>
<p><b>Article 44</b> If any shareholder in the register of shareholders or any person requesting to have his/her name (title) recorded in the register of shareholders loses his/her share certificates (hereinafter referred to as the “Original Share Certificates”), the said shareholder or person may apply to the Company to issue replacement certificates in respect of the said shares (hereinafter referred to as the “Relevant Shares”).</p> <p>If a shareholder whose share certificate of domestic shares has been lost applies to the Company for a replacement new share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law.</p> <p>If a shareholder whose share certificate of overseas listed foreign shares has been lost applies to the Company for a replacement new share certificate, it may be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of holders of overseas listed foreign shares is maintained.</p>	<p><b>Article 33</b> If any shareholder in the register of shareholders or any person requesting to have his/her name (title) recorded in the register of shareholders loses his/her share certificates (hereinafter referred to as the “Original Share Certificates”), the said shareholder or person may apply to the Company to issue replacement certificates in respect of the said shares (hereinafter referred to as the “Relevant Shares”).</p> <p>If a shareholder whose share certificate of domestic shares has been lost applies to the Company for a replacement new share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law.</p> <p>If an <b><u>H-share shareholder</u></b> has been lost applies to the Company for a replacement new share certificate, it may be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of <b><u>holders of H Shares</u></b> is maintained.</p>

Existing Articles	Amended Articles
<p>If a shareholder whose share certificate of overseas listed foreign shares has been lost, the issue of a replacement new share certificate shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and the evidence of the loss, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(II) Before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares has been received.</p> <p>(III) The Company shall, if it decides to issue a replacement new share certificate, publish an announcement in respect of the issue of a replacement new share certificate in such newspapers as may be designated by the Board of Directors; the period of announcement shall be 90 days and the announcement shall be reissued at least once every 30 days.</p> <p>(IV) The Company shall, prior to the publication of the announcement of its proposed issue of a replacement new share certificate, submit to the Hong Kong Stock Exchange a copy of the announcement to be published, and may publish the announcement upon receiving confirmation from the Hong Kong Stock Exchange that the announcement has been exhibited at the premises of the said stock exchange. Such announcement shall be exhibited at the premises of the Hong Kong Stock Exchange for a period of 90 days. If the application for replacement of a share certificate is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a photocopy of the announcement to be published.</p>	<p><del>If a shareholder whose share certificate of overseas listed foreign shares has been lost, the issue of a replacement new share certificate shall comply with the following requirements:</del></p> <p><del>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and the evidence of the loss, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares.</del></p> <p><del>(II) Before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares has been received.</del></p> <p><del>(III) The Company shall, if it decides to issue a replacement new share certificate, publish an announcement in respect of the issue of a replacement new share certificate in such newspapers as may be designated by the Board of Directors; the period of announcement shall be 90 days and the announcement shall be reissued at least once every 30 days.</del></p> <p><del>(IV) The Company shall, prior to the publication of the announcement of its proposed issue of a replacement new share certificate, submit to the Hong Kong Stock Exchange a copy of the announcement to be published, and may publish the announcement upon receiving confirmation from the Hong Kong Stock Exchange that the announcement has been exhibited at the premises of the said stock exchange. Such announcement shall be exhibited at the premises of the Hong Kong Stock Exchange for a period of 90 days. If the application for replacement of a share certificate is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a photocopy of the announcement to be published.</del></p>

Existing Articles	Amended Articles
<p>(V) If, upon expiry of the 90-day period referred to in Items (III) and (IV) of this Article, the Company has not received from any person any objection to such application in respect of the issue of replacement share certificate, the Company may issue a replacement new share certificate to the applicant accordingly.</p> <p>(VI) Where the Company issues a replacement new share certificate under this Article, it shall immediately cancel the Original Share Certificates and record the cancellation and replacement issue in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of the Original Share Certificates and the issue of a replacement new share certificate by the Company shall be borne by the applicant and the Company is entitled to refuse to take any action until the applicant has provided reasonable security.</p>	<p><del>(V) If, upon expiry of the 90-day period referred to in Items (III) and (IV) of this Article, the Company has not received from any person any objection to such application in respect of the issue of replacement share certificate, the Company may issue a replacement new share certificate to the applicant accordingly.</del></p> <p><del>(VI) Where the Company issues a replacement new share certificate under this Article, it shall immediately cancel the Original Share Certificates and record the cancellation and replacement issue in the register of shareholders accordingly.</del></p> <p><del>(VII) All expenses relating to the cancellation of the Original Share Certificates and the issue of a replacement new share certificate by the Company shall be borne by the applicant and the Company is entitled to refuse to take any action until the applicant has provided reasonable security.</del></p>
<p><b>Article 45</b> After the Company reissues new shares in accordance with the provisions of the Articles of Association, the name (title) of a bona fide purchaser gaining possession of such new share certificate or the person who is subsequently entered in the register of shareholders as holder of such shares (if he/she is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p>(Deleted)</p>
<p><b>Article 46</b> The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificates or the issuance of a new replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.</p> <p>The Company shall have the right to issue share warrants to bearers. No new share warrant shall be issued to replace one that has been lost, unless the Company is reasonably satisfied that the original has been destroyed.</p>	<p><b>Article 4634</b> The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificates or the issuance of a new replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.</p> <p><del>The Company shall have the right to issue share warrants to bearers. No new share warrant shall be issued to replace one that has been lost, unless the Company is reasonably satisfied that the original has been destroyed.</del></p>

Existing Articles	Amended Articles
<p><b>Article 47</b> A Shareholder is a person who lawfully holds shares of the Company and has his/her name (title) recorded in the register of shareholders. A Shareholder of the Company shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>The ordinary Shareholders shall enjoy the following rights:</p> <p>(I) the right to receive dividends and other profit distributions in proportion to their shareholdings;</p> <p>(II) the right to attend or appoint proxies to attend general meetings lawfully and to exercise voting rights in proportion to their shareholdings;</p> <p>(III) the right to supervise and manage the business operation of the company, to present proposals or to raise enquires;</p> <p>(IV) the right to transfer or pledge shares in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. the right to obtain the Articles of Association, subject to payment of cost;</li> <li>2. the right to inspect and copy, subject to payment of a reasonable charge:</li> </ol> <p>(1) the register of all the Shareholders;</p>	<p><b>Article 35</b> A Shareholder is a person who lawfully holds shares of the Company and has his/her name (title) recorded in the register of shareholders. A Shareholder of the Company shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>The ordinary Shareholders shall enjoy the following rights:</p> <p>(I) the right to receive dividends and other profit distributions in proportion to their shareholdings;</p> <p>(II) the right to attend or appoint proxies to attend general meetings lawfully and to exercise voting rights in proportion to their shareholdings;</p> <p>(III) the right to supervise and manage the business operation of the company, to present proposals or to raise enquires;</p> <p>(IV) the right to transfer, <b>bestow</b> or pledge shares in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) <b><u>to inspect the Articles of Association, register of shareholders, counterfoils of corporate bonds, Minutes of general meeting, resolutions of the Board of Directors, resolutions of the Supervisory Committee and financial accounting reports;</u></b></p> <p>(VI) <b><u>in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;</u></b></p>



Existing Articles	Amended Articles
<p>(2) personal particulars of each of the Company's Directors, Supervisors, general managers and other senior management members, including:</p> <p>(a) present and former name and alias;</p> <p>(b) principal address (domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification documents and the numbers thereof.</p> <p>(3) the status of the Company's share capital;</p> <p>(4) reports showing the aggregate nominal value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last financial year and the aggregate amount incurred by the Company for this purpose;</p> <p>(5) Minutes of general meeting (for shareholders' inspection only); special resolutions of the general meeting;</p> <p>(6) the latest audited financial report of the Company and the reports of the Board of Directors, auditors and the Supervisory Committee;</p> <p>(7) a copy of the latest annual return (if applicable) that has been filed with the PRC administration for market regulation or other competent authorities;</p> <p>(8) counterfoils of corporate bonds, resolutions of the Board of Directors, resolutions of the Supervisory Committee and financial accounting reports.</p>	<p><b><u>(VII) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares;</u></b></p> <p>(VIII) other rights under laws, administrative regulations, the relevant rules of regulatory authorities and the stock exchanges in the place where the Company's securities are listed and the Articles of Association.</p> <p><del>The Company shall not exercise its rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.</del></p> <p><b><u>The branch register of members in Hong Kong shall be open for inspection by members but the Company may close the register on terms equivalent to section 632 of the Hong Kong Companies Ordinance.</u></b></p>

Existing Articles	Amended Articles
<p>The Company shall keep the above documents stated in items (1) to (7) other than item (2) at the Company's address in Hong Kong, according to the requirements of the Hong Kong Listing Rules, for the public and H-share shareholders to inspect free of charge.</p> <p>(VI) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares in the Company;</p> <p>(VII) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;</p> <p>(VIII) other rights under laws, administrative regulations, the relevant rules of regulatory authorities and the stock exchanges in the place where the Company's securities are listed and the Articles of Association.</p> <p>The Company shall not exercise its rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.</p>	

Existing Articles	Amended Articles
<p><b>Article 54</b> Except for the obligations required by the laws, administrative regulations or the listing rules of the stock exchanges in which the Company’s shares are listed, the Controlling Shareholder shall not exercise its voting rights on the following issues to the detriment of all or part of the Shareholders:</p> <p>(I) Exempting Directors and Supervisors from acting in good faith with the best interests of the Company;</p> <p>(II) Approving Directors and Supervisors (for the benefit of themselves or others) to deprive the Company’s property in any form, including (but not limited to) any opportunity that is beneficial to the Company;</p> <p>(III) Approving Directors and Supervisors (for the benefit of themselves or others) to deprive other Shareholders’ own rights, including (but not limited to) any distribution rights and voting rights, but does not include the reorganisation of the Company approved by the shareholders’ general meeting in accordance with the Company’s Articles of Association.</p>	(Deleted)

Existing Articles	Amended Articles
<p><b>Article 56</b> “Controlling shareholder” referred to in Article 54 and Article 55 of the Articles of Association refers to a person that satisfies any of the following conditions:</p> <p>(I) he/she, acting alone or in concert with others, has the power to elect half or more of the total number of directors;</p> <p>(II) he/she, acting alone or in concert with others, has the power to exercise above 30% (including 30%) of the Company’s voting rights or control the exercise of above 30% (including 30%) of the Company’s voting rights;</p> <p>(III) he/she, acting alone or in concert with others, holds more than 30% (including 30%) of the outstanding shares of the Company in issue;</p> <p>(IV) he/she, acting alone or in concert with others, has de facto control over the Company in any other manner;</p> <p>(V) other persons as defined under relevant laws, administrative regulations or the securities regulatory rules in the place where the Company’s shares are listed.</p>	<p><b>Article 43</b> <u>“Controlling shareholder” in the Articles of Association refers to an entity that that satisfies any of the following conditions:</u></p> <p><u>(I) a shareholder whose shareholdings account for 50% or more of the total amount of share capital of the Company;</u></p> <p><u>(II) a shareholder, even though the proportion of his/her shareholdings is less than 50%, who is entitled to voting rights in proportion to his/her shareholdings which are sufficient to produce material impact on the resolutions of general meetings;</u></p> <p><u>(III) a shareholder or other person (one or a group of persons) who is entitled to exercise or control the exercise of 30% or more of the voting rights at general meetings of the Company;</u></p> <p><u>(IV) a shareholder or other person (one or a group of persons) who have the ability to control a majority of the members of the Board of Directors of the Company;</u></p> <p><u>(V) other entity as defined under relevant laws, administrative regulations or the securities regulatory rules in the place where the Company’s shares are listed.</u></p>

Existing Articles	Amended Articles
<p><b>Article 57</b> The general meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:</p> <p>(I) to decide the Company’s operational policies and investment plans;</p> <p>(II) to elect and change the Directors and the Supervisors who are not employee representatives and decide on the remunerations of Directors and Supervisors;</p> <p>(III) to examine and approve reports of the Board of Directors and the Supervisory Committee;</p> <p>(IV) to examine and approve the proposed annual financial budgets, final accounts of the Company;</p> <p>(V) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) to make resolutions on the increase or reduction of the registered capital of the Company;</p> <p>(VII) to make resolutions on the merger, division, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds;</p> <p>(IX) to amend the Articles of Association;</p> <p>(X) to determine the Company’s engagement, removal or discontinuance of engagement of accounting firms;</p>	<p><b>Article 44</b> The general meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:</p> <p>(I) to decide the Company’s operational policies and investment plans;</p> <p>(II) to elect and change the Directors and the Supervisors who are not employee representatives and decide on the remunerations of Directors and Supervisors;</p> <p>(III) to examine and approve reports of the Board of Directors and the Supervisory Committee;</p> <p>(IV) to examine and approve the proposed annual financial budgets, final accounts of the Company;</p> <p>(V) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) to make resolutions on the increase or reduction of the registered capital of the Company;</p> <p>(VII) to make resolutions on the merger, division, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds;</p> <p>(IX) to amend the Articles of Association;</p> <p>(X) to determine the Company’s engagement, removal or discontinuance of engagement of accounting firms;</p>

Existing Articles	Amended Articles
<p>(XI) to consider the proposal of shareholders representing more than 5% (inclusive) voting shares of the Company;</p> <p>(XII) to examine and approve the guarantees required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company's shares are listed;</p> <p>(XIII) to examine and approve the material transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company's shares are listed; to consider and approve matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest edited total assets, within one year;</p> <p>(XIV) to examine and approve the connected transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company's shares are listed;</p> <p>(XV) to review and approve the change of the use of the proceeds;</p> <p>(XVI) to review and approve the equity incentive plan;</p> <p>(XVII) to consider other matters required to be resolved by the shareholders' general meeting pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company's shares are listed and the Articles of Association.</p>	<p>(XI) to consider the proposal of shareholders representing more than <u>3</u>% (inclusive) voting shares of the Company;</p> <p>(XII) to examine and approve the guarantees required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company's shares are listed;</p> <p>(XIII) to examine and approve the material transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company's shares are listed; to consider and approve matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest edited total assets, within one year;</p> <p>(XIV) to examine and approve the connected transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company's shares are listed;</p> <p>(XV) to review and approve the change of the use of the proceeds;</p> <p>(XVI) to review and approve the equity incentive plan;</p> <p>(XVII) to consider other matters required to be resolved by the shareholders' general meeting pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company's shares are listed and the Articles of Association.</p>
<p><b>Article 58</b> The Company shall not enter into contracts with a party (other than a Director, Supervisor, general managers and other senior management members) in relation to handover of the administration of all business or the important business of the Company to that party without the pre-approval of the general meeting.</p>	<p><b>Article 45</b> <u>Except for special situations such as crisis</u>, the Company shall not enter into contracts with a party (other than a Director, Supervisor, <u>general</u> manager and other senior management members) in relation to handover of the administration of all business or the important business of the Company to that party without the pre-approval of the general meeting.</p>



Existing Articles	Amended Articles
<p><b>Article 64</b> Shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Board of Directors to hold an extraordinary general meeting or a class meeting, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting or class meeting within 10 days after receiving the written request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting or class meeting, a notice of the extraordinary general meeting or class meeting shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting or class meeting or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Supervisory Committee to hold the extraordinary general meeting or class meeting in writing.</p> <p>If the Supervisory Committee agrees to hold the extraordinary general meeting or class meeting, a notice of the extraordinary general meeting or class meeting shall be given within 5 days after receiving the request. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting or class meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting or class meeting. The shareholders individually or jointly holding 10% or more of the Company’s shares for more than 90 consecutive days may convene the general meeting by themselves.</p>	<p><b>Article 51</b> Shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Board of Directors to hold an extraordinary general meeting <del>or a class meeting</del>, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting <del>or class meeting</del> within 10 days after receiving the written request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the extraordinary general meeting <del>or class meeting</del> shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting <del>or class meeting</del> or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Supervisory Committee to hold the extraordinary general meeting <del>or class meeting</del> in writing.</p> <p>If the Supervisory Committee agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the extraordinary general meeting <del>or class meeting</del> shall be given within 5 days after receiving the request. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting <del>or class meeting</del> within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting <del>or class meeting</del>. The shareholders individually or jointly holding 10% or more of the Company’s shares for more than 90 consecutive days may convene the general meeting by themselves.</p>

Existing Articles	Amended Articles
<p><b>Article 69</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and announce the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph and provided in the Hong Kong Listing Rules, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p> <p>Proposals not listed in the notice of the general meeting or in non-conformity with the regulations of Article 68 in this Articles of Association shall not be voted with a resolution in the general meeting.</p>	<p><b>Article 56</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and announce the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph and provided in the Hong Kong Listing Rules, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p> <p>Proposals not listed in the notice of the general meeting or in non-conformity with the regulations of Article <del>68</del><b>55</b> in this Articles of Association shall not be voted with a resolution in the general meeting.</p>

Existing Articles	Amended Articles
<p><b>Article 71</b> The notice of the general meeting shall meet the following requirements:</p> <p>(I) being in written form;</p> <p>(II) specifying the place, date and time of the meeting;</p> <p>(III) describing the matters and proposals to be discussed at the meeting;</p> <p>(IV) providing information and explanation necessary for shareholders to make informed decision on the matters to be discussed, including but not limited to the detailed conditions and contracts (if any) in respect of the transactions to be considered when proposals on the merger, repurchase of shares, capital restructuring or other reorganizations of the Company are submitted, and a detailed explanation on the reasons and results thereof;</p> <p>(V) where any director, supervisor, manager or other senior management has material interests in the matters to be discussed, the nature and extent of his/her interests shall be disclosed; if the impact of the matters to be discussed on such director, supervisor, manager or other senior management as a shareholder is different from that on the other shareholders of the same class, reasons shall be provided;</p> <p>(VI) the notice or supplementary notice of the general meeting shall contain the information required by the Hong Kong Listing Rules and the Articles of Association and shall sufficiently and completely disclose the details of all proposals. If opinions from independent directors are needed for the matters to be discussed, when the notice or supplementary notice of the general meeting is issued, the opinions and reasons from the independent directors shall also be disclosed;</p>	<p><b>Article 58</b> The notice of the general meeting shall meet the following requirements:</p> <p><b><u>(I) the time, the place, and the duration of the meeting;</u></b></p> <p><b><u>(II) matters and proposals to be considered at the meeting;</u></b></p> <p><b><u>(III) containing a conspicuous statement that all ordinary shareholders are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy need not be a shareholder of the Company; and in the case where the shareholder being a corporation, it may appoint a proxy to attend and vote at any general meeting of the issuer and such corporation shall be deemed to be present in person at any such meeting if it has appointed a proxy to attend thereat. Such corporation may execute a form of proxy by its duly authorized officer;</u></b></p> <p><b><u>(IV) the record date for determining the entitlement of shareholders to attend and vote at the general meeting;</u></b></p> <p><b><u>(V) the name and telephone number of permanent contact person for the meeting;</u></b></p> <p><b><u>(VI) voting time and voting procedure for voting online or by other ways;</u></b></p> <p><b><u>(VII) other requirements of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></b></p>

Existing Articles	Amended Articles
<p>(VII) conspicuously stating: a shareholder entitled to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his/her behalf and a proxy need not be a shareholder of the Company;</p> <p>(VIII) containing the time at which and the place to which the proxy form for use at the meeting shall be delivered, the meeting convener, the record date for determining the entitlement of shareholders to attend and vote at the general meeting, and the name and telephone number of the permanent contact person for the meeting;</p> <p>(IX) if voting online or by correspondence is adopted at the general meeting, stating the time and procedures for voting online or by correspondence and the matters to be considered; and</p> <p>(X) other requirements of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>	
<p><b>Article 73</b> Unless otherwise required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be delivered by hand or prepaid post to each of the shareholders (whether or not such shareholders have the right to vote at the general meeting) to the address specified in the register of members. For holders of domestic shares, the notice of a general meeting can be issued by announcement.</p>	<p><b>Article 60</b> Unless otherwise required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be delivered by hand or prepaid post to each of the shareholders (whether or not such shareholders have the right to vote at the general meeting) to the address specified in the register of members. For holders of domestic shares, the notice of a general meeting can be issued by announcement.</p>

Existing Articles	Amended Articles
<p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Once such announcement is made, all holder of domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>In compliance with the relevant requirements of laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the shares of the Company are listed and after the relevant procedures have been performed, for holders of H shares, the notice of a general meeting can also be published on the website of the Company and the website designated by the Hong Kong Stock Exchange or delivered by other means as permitted under the Hong Kong Listing Rules and the Articles of Association in lieu of delivering the notice to the holders of H shares by hand or prepaid post. Once such announcement is made, all holder of H shares shall be deemed to have received the notice of the general meeting.</p>	<p>The announcement referred to in the preceding paragraph shall be published <del>in one or more newspapers designated by the securities regulatory authority of the State Council</del> <b><u>on the official website of the Company pursuant to the notice period requirement under the Articles of Association.</u></b> Once such announcement is made, all holder of domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>In compliance with the relevant requirements of laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the shares of the Company are listed and after the relevant procedures have been performed, for holders of H shares, the notice of a general meeting can also be published on the website of the Company and the website designated by the Hong Kong Stock Exchange or delivered by other means as permitted under the Hong Kong Listing Rules and the Articles of Association in lieu of delivering the notice to the holders of H shares by hand or prepaid post. Once such announcement is made, all holder of H shares shall be deemed to have received the notice of the general meeting.</p>

Existing Articles	Amended Articles
<p><b>Article 77</b> Any Shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be Shareholders) to act as his or her proxy to attend and vote at the meeting on his or her behalf. The proxy(ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting or class meeting and creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p>	<p><b>Article 64</b> Any Shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be Shareholders) to act as his or her proxy to attend and vote at the meeting on his or her behalf. The proxy(ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights <del>by a show of hands or</del> by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting or <del>class meeting and</del> creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p>



Existing Articles	Amended Articles
<p><b>Article 78</b> All shareholders of the Company and their proxies recorded on the date for registration of equity rights shall have right to attend the Shareholders’ Meeting and exercise the voting power according to laws, administrative regulations and the Articles of Association.</p> <p>Shareholders may either attend the general meeting in person or appoint a proxy to attend the meeting and make decisions for them.</p> <p>If a proxy is appointed to attend the meeting, the appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorised in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its Director or attorney duly authorised.</p>	<p><b>Article 65</b> All shareholders of the Company and their proxies recorded on the date for registration of equity rights shall have right to attend the Shareholders’ Meeting, <b><u>speak at the Shareholders’ Meeting</u></b> and exercise the voting power according to laws, administrative regulations and the Articles of Association <b><u>(unless individual shareholders are required by the Hong Kong Listing Rules to abstain from voting rights in respect of individual matters)</u></b>.</p> <p>Shareholders may either attend the general meeting in person or appoint a proxy to attend the meeting and make decisions for them.</p> <p>If a proxy is appointed to attend the meeting, the appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorised in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its Director or attorney duly authorised.</p> <p><b><u>Clearing house must be entitled to appoint proxies or corporate representatives to attend the issuer’s general meetings and creditor’s meetings and those proxies or corporate representatives must enjoy rights equivalent to the legal rights of other shareholders, including the right to speak and vote.</u></b></p>

Existing Articles	Amended Articles
<p><b>Article 91</b> Minutes of a general meeting shall be kept by the secretary of the Board of Director. The minutes shall state the following contents:</p> <p>(I) the time, location, agenda, name or title of the convener of the meeting;</p> <p>(II) name of the meeting chairman and directors, supervisors, manager and other senior management personnel present at the meeting or attending the meeting;</p> <p>(III) the number of shareholders and proxies present at the meeting, total voting shares held by them and the proportion of the total shares of the Company;</p> <p>(IV) the examination procedure, key points of the speech and voting result of each proposal;</p> <p>(V) inquiries or suggestions of the shareholders and corresponding answers or explanations;</p> <p>(VI) name of the lawyer, vote counter and counting witness;</p> <p>(VII) other content that should be included in the meeting minutes as specified by the Articles of Association.</p>	<p><b>Article 78</b> Minutes of a general meeting shall be kept by the secretary of the Board of Director. The minutes shall state the following contents:</p> <p>(I) the time, location, agenda, name or title of the convener of the meeting;</p> <p>(II) name of the meeting chairman and directors, supervisors, <b>general</b> manager and other senior management personnel present at the meeting or attending the meeting;</p> <p>(III) the number of shareholders and proxies present at the meeting, total voting shares held by them and the proportion of the total shares of the Company;</p> <p>(IV) the examination procedure, key points of the speech and voting result of each proposal;</p> <p>(V) inquiries or suggestions of the shareholders and corresponding answers or explanations;</p> <p>(VI) name of the lawyer, vote counter and counting witness;</p> <p>(VII) other content that should be included in the meeting minutes as specified by the Articles of Association.</p>
<p><b>Article 93</b> Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings from the Company, the Company shall send such photocopies within seven days upon receipt of the payment for reasonable charges.</p>	<p>(Deleted)</p>

Existing Articles	Amended Articles
<p><b>Article 97</b> Voting at general meetings shall be conducted by a show of hands, only when the chairman of the meeting make the decision on the principle of good faith, and on purely procedural or administrative matters. Other matters shall be voted by way of polls.</p> <p>If the chairman of the meeting decides to vote on a show of hands, the general meeting shall vote on a show of hands unless a vote is demanded by the following persons before or after the show of hands:</p> <p>(I) chairman of the meeting;</p> <p>(II) at least two voting shareholders or proxies of voting shareholders;</p> <p>(III) one or more shareholders (including shareholder’s proxy) holding more than 10% (including 10%) of the voting shares at the meeting shall be calculated separately or jointly.</p> <p>If the chairman of the meeting decides to vote on a show of hands, unless a poll is proposed, the chairman of the meeting shall, on the basis of the result of the show of hands, announce the adoption of the proposal and record it in the minutes of the meeting as the final basis, without proving the number or proportion of votes for or against the resolution passed at the meeting.</p> <p>The demand for a poll can be withdrawn by the proposer.</p>	(Deleted)
<p><b>Article 98</b> If the matter required to be voted by way of a poll relates to election of chairman or adjournment of meeting, a poll shall be conducted immediately; in respect of other matters required to be voted by way of a poll, the chairman may decide the time of a poll, and the meeting may proceed to consider other matters. The voting results shall still be deemed as resolutions passed at the said meeting.</p>	(Deleted)

Existing Articles	Amended Articles
<p><b>Article 100</b> When the numbers of votes against and in favour are equal, the chairman of the meeting shall be entitled to an additional vote.</p>	<p><b>Article 84</b> When the numbers of votes against and in favour are equal, the chairman of the meeting shall be entitled to an additional vote.</p>
<p><b>Article 102</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and relevant members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) annual budget plans, financial account plans, the balance sheet, profit statement and other financial statements of the Company;</p> <p>(V) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>	<p><b>Article 86</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and relevant members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) annual budget plans, <b><u>financial account plans, the annual report</u></b> of the Company;</p> <p><b><u>(V) employment, dismissal or refusal of the renewal of the employment of an accounting firm;</u></b></p> <p>(VI) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>

Existing Articles	Amended Articles
<p><b>Article 103</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p>(I) the increase or reduction of the Company’s registered capital and the issuance of any class of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger, dissolution and liquidation of the Company or change in the corporate form of the Company;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company’s shares are listed or the Company’s Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</p>	<p><b>Article 87</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p><u>(I) the increase or reduction of the Company’s registered capital;</u></p> <p><u>(II) division, spin-off, merger, dissolution and liquidation of the Company;</u></p> <p><u>(III) amendments to the Articles of Association;</u></p> <p><u>(IV) matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest audited total assets, within one year;</u></p> <p><u>(V) equity incentive plan;</u></p> <p><u>(VI) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company’s shares are listed or the Company’s Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</u></p>
<p><b>Article 106</b> Except for special situations such as crisis, without being prior approved as a special resolution on the general meeting, the Company shall not sign contracts to consign other person to be in charge of the management of all or part of important business with people other than directors, general manager and other senior management personnel.</p>	<p>(Deleted)</p>

Existing Articles	Amended Articles
<p><b>Article 114</b> If the chair of meeting has any doubt about the voting results, a recounting of votes can be organized; if there is no recounting and a shareholders or proxy has any doubt on the chair's announced results, then such shareholder or proxy may ask for a recounting immediately after the announcement of voting results, while the chair of meeting shall organize the recounting immediately.</p> <p>If votes are recounted at a general meeting, the result of the recounting shall be recorded in the minute book.</p> <p>The minutes, together with the shareholders' attendance lists and proxy forms shall be kept at the domicile of the Company.</p>	<p><b>Article 97</b> If the chair of meeting has any doubt about the voting results, a recounting of votes can be organized; if there is no recounting and a shareholders or proxy has any doubt on the chair's announced results, then such shareholder or proxy may ask for a recounting immediately after the announcement of voting results, while the chair of meeting shall organize the recounting immediately.</p> <p><del>If votes are recounted at a general meeting, the result of the recounting shall be recorded in the minute book.</del></p> <p><del>The minutes, together with the shareholders' attendance lists and proxy forms shall be kept at the domicile of the Company.</del></p>
	<p>(Newly added) <b><u>Article 100 Matters that need to be considered separately by holders of H shares or holders of domestic shares according to the relevant laws and regulations and the requirements of the stock exchange on which the Company's shares are listed or the China Securities Regulatory Commission or the Securities and Futures Commission of Hong Kong shall be subject to the approval procedures in accordance with applicable laws and regulations.</u></b></p>



Existing Articles	Amended Articles
<p><b>Section 8 Special procedures for voting of class shareholders</b></p>	<p>(The whole section was deleted)</p>
<p><b>CHAPTER 5 BOARD OF DIRECTORS</b></p>	
<p><b>Article 125</b> Directors shall be elected or replaced by the general meeting and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. Directors shall serve a term of three years for each session. A director may serve consecutive terms if re-elected upon the expiration of his/her term.</p> <p>The term of office of directors shall be computed from the date of formal appointment to the expiration of the term of office of the Board of Directors. In case of failure to re-elect directors in a timely manner upon the expiration of the term of office of directors, the incumbent directors shall continue performing their duties until the new directors assume office according to laws, administrative regulations, department rules and the Articles of Association.</p> <p>The general meeting, at the premise of abiding by the provisions of relevant laws and administrative regulations, may by ordinary resolutions to remove any director (but without prejudice to any claim for damages under any contract).</p> <p>Directors may be taken by general manager or other senior management personnel. But directors who hold concurrent posts of general manager or other senior management personnel shall not exceed 1/2 of the total directors of the Company.</p> <p>Directors need not be the shareholders of the Company.</p> <p>The Company does not have any directors taken by worker representatives.</p>	<p><b>Article 101</b> Directors shall be elected or replaced by the general meeting and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. Directors shall serve a term of three years for each session. A director may serve consecutive terms if re-elected upon the expiration of his/her term.</p> <p>The term of office of directors shall be computed from the date of formal appointment to the expiration of the term of office of the Board of Directors. In case of failure to re-elect directors in a timely manner upon the expiration of the term of office of directors, the incumbent directors shall continue performing their duties until the new directors assume office according to laws, administrative regulations, department rules and the Articles of Association.</p> <p><u><b>At a general meeting and before the expiration of the term of office of any director, shareholders shall have the right to,</b></u> at the premise of abiding by the provisions of relevant laws and administrative regulations, <del>may by ordinary resolutions to</del> remove any director (but without prejudice to any claim for damages under any contract) <u><b>by ordinary resolutions.</b></u></p> <p>Directors may be taken by general manager or other senior management personnel. But directors who hold concurrent posts of general manager or other senior management personnel shall not exceed 1/2 of the total directors of the Company.</p> <p>Directors need not be the shareholders of the Company.</p> <p>The Company does not have any directors taken by worker representatives.</p>

Existing Articles	Amended Articles
<p><b>Article 128</b> If a director fails to attend in person twice in succession, and hasn't authorized other director to attend the meeting, such director shall be regarded as failure to fulfill his obligations, and the Board of Directors shall suggest the general meeting for dismissal and replacement.</p> <p>The general meeting, at the premise of abiding by the provisions of relevant laws and administrative regulations, may by ordinary resolutions to remove any director (but without prejudice to any claim for damages under any contract) before the expiration of his term of office.</p>	<p><b>Article 104</b> If a director fails to attend in person twice in succession, and hasn't authorized other director to attend the meeting, such director shall be regarded as failure to fulfill his obligations, and the Board of Directors shall suggest the general meeting for dismissal and replacement.</p> <p><del>The general meeting, at the premise of abiding by the provisions of relevant laws and administrative regulations, may by ordinary resolutions to remove any director (but without prejudice to any claim for damages under any contract) before the expiration of his term of office.</del></p>
<p><b>Article 135</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(I) to convene the general meeting and to report on its work to the general meeting;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plans and investment plans of the Company;</p> <p>(IV) to formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>(V) to formulate the plans for profit distribution and making-up losses of the Company;</p> <p>(VI) to formulate the plans for increasing or decreasing the registered capital of the Company, for issuing bonds or other securities and the plans for the listing;</p> <p>(VII) to formulate the plans for the material acquisition and acquisition of shares of the Company pursuant to the Article 23 (I) and (II) of the Articles of Association;</p> <p>(VIII) to formulate the plans for the merger, division, dissolution and changing corporate form of the Company;</p>	<p><b>Article 111</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(I) to convene the general meeting and to report on its work to the general meeting;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plans and investment plans of the Company;</p> <p>(IV) to formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>(V) to formulate the plans for profit distribution and making-up losses of the Company;</p> <p>(VI) to formulate the plans for increasing or decreasing the registered capital of the Company, for issuing bonds or other securities and the plans for the listing;</p> <p>(VII) to formulate the plans for the material acquisition and acquisition of shares of the Company pursuant to the Article 23<del>2</del> (I) and (II) of the Articles of Association;</p> <p>(VIII) to formulate the plans for the merger, division, dissolution and changing corporate form of the Company;</p>

Existing Articles	Amended Articles
<p>(IX) to decide on the plan of the Company’s shares repurchase and share disposal pursuant to the Articles 23 (III), (V) and (VI) of the Articles of Association;</p> <p>(X) to decide upon external investment, acquisition of disposal assets, assets pledge, external guaranty issues, entrustment of financing, related party transactions and other matters of the Company in accordance with the securities regulatory rules of the place where the Company’s shares are listed within the scope authorized by the general meeting;</p> <p>(XI) to decide on the establishment of the Company’s internal management organization;</p> <p>(XII) to engage or dismiss the general manager and the secretary of the Board of Directors of the Company; and, upon the recommendation of the general manager, to engage or dismiss the executive deputy general manager, deputy general manager, heads of financial department and other senior management personnel of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;</p> <p>(XIII) to formulate the basic management system of the Company;</p> <p>(XIV) to formulate proposals for amendment of the Articles of Association;</p> <p>(XV) to manage the disclosure of information of the Company;</p> <p>(XVI) to propose the amount of Directors’ remuneration and the scheme of payment method, and report to the general meeting for decision;</p> <p>(XVII) to submit to the general meeting a recommendation regarding the engagement or change of the accounting firm that provided auditing services to the Company;</p>	<p>(IX) to decide on the plan of the Company’s shares repurchase and share disposal pursuant to the Articles 23<u>2</u> (III), (V) and (VI) of the Articles of Association;</p> <p>(X) to decide upon external investment, acquisition of disposal assets, assets pledge, external guaranty issues, entrustment of financing, related party transactions, <b><u>donation to a third party</u></b> and other matters of the Company in accordance with the securities regulatory rules of the place where the Company’s shares are listed within the scope authorized by the general meeting;</p> <p>(XI) to decide on the establishment of the Company’s internal management organization;</p> <p>(XII) to engage or dismiss the general manager and the secretary of the Board of Directors of the Company; and, upon the recommendation of the general manager, to engage or dismiss the executive deputy general manager, deputy general manager, heads of financial department and other senior management personnel of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;</p> <p>(XIII) to formulate the basic management system of the Company;</p> <p>(XIV) to formulate proposals for amendment of the Articles of Association;</p> <p>(XV) to manage the disclosure of information of the Company;</p> <p>(XVI) to propose the amount of Directors’ remuneration and the scheme of payment method, and report to the general meeting for decision;</p> <p>(XVII) to submit to the general meeting a recommendation regarding the engagement or change of the accounting firm that provided auditing services to the Company;</p>

Existing Articles	Amended Articles
<p>(XVIII) to listen to the work reports prepared by the general manager and to examine the work of the general manager;</p> <p>(XIX) other functions and rights empowered by laws, administrative regulations, department rules, listing rules of the places where the shares of the Company are listed or the Articles of Association and the general meeting.</p> <p>Unless otherwise specified by the Articles of Association or listing rules of the places where the shares of the Company are listed, resolutions relating to the above, with the exception of Items (VI), (VIII) and (XIV) which shall be approved by not less than two-thirds of the Directors, shall be approved by not less than half of the Directors.</p> <p>Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the place(s) where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review. Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration and review.</p>	<p>(XVIII) to listen to the work reports prepared by the general manager and to examine the work of the general manager;</p> <p>(XIX) other functions and rights empowered by laws, administrative regulations, department rules, listing rules of the places where the shares of the Company are listed or the Articles of Association and the general meeting.</p> <p>Unless otherwise specified by the Articles of Association or listing rules of the places where the shares of the Company are listed, resolutions relating to the above <b><u>shall be approved by not less than half of the Directors.</u></b></p> <p>Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the place(s) where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review. Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration and review.</p>
<p><b>Article 138</b> When the Board of Directors disposes assets, if the sum of the expected value of the fixed assets to be disposed of, and the amount or value of the cost received from the fixed assets of the Company disposed of within the four months immediately preceding this suggestion for disposal exceeds 33% of the value of fixed assets of the Company indicated on the latest balance sheet reviewed at the general meeting, the Board of Directors shall not dispose or agree to dispose such fixed assets without prior approval by the general meeting.</p>	<p>(Deleted)</p>

Existing Articles	Amended Articles
<p>A disposition of fixed assets in this Article includes certain acts of transfer of interests in assets but does not include the provision of fixed assets as security.</p> <p>The validity of the transactions with respect to the disposal of fixed assets of the Company shall not be affected by the violation of the above restrictions contained in the first paragraph of this Article.</p>	
<p><b>Article 139</b> The provision of guarantee by the Company for the debts of others shall comply with the provisions of the Articles of Association and be subject to the consideration of the Board of Directors or the general meeting. The provision of guarantee by the Company for a related party, regardless of the amount, shall be submitted to the general meeting for consideration after being considered and approved by the Board of Directors.</p>	<p><b>Article 114</b> The provision of guarantee by the Company for the debts of others shall comply with the provisions of the Articles of Association and be subject to the consideration of the Board of Directors or the general meeting. <b><u>The provision of guarantee for a shareholders, the actual controller of the Company and and their related parties shall be submitted to the general meeting for consideration unless otherwise specified by the stock exchange on which the Company's shares are listed.</u></b></p>
<p><b>Article 141</b> The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meeting and to convene and preside over meetings of the Board of Directors;</p> <p>(II) to check and procure the implementation of resolutions of the board of directors and listen to relevant reports;</p> <p>(III) to procure and organize the formulation of various rules and coordinate operation of the board of directors;</p> <p>(IV) to sign on important legally binding documents on behalf of the Company and sign the securities issued by the Company;</p> <p>(V) other functions and powers authorized by the laws, administrative regulations or the Articles of Association and the Board of Directors.</p>	<p><b>Article 116</b> The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meeting and to convene and preside over meetings of the Board of Directors;</p> <p>(II) <b><u>to procure and check the implementation of resolutions of the Board of Directors and listen to relevant reports;</u></b></p> <p>(III) to procure and organize the formulation of various rules and coordinate operation of the board of directors;</p> <p>(IV) to sign on important legally binding documents on behalf of the Company <del>and sign</del> the securities issued by the Company;</p> <p>(V) other functions and powers authorized by the laws, administrative regulations or the Articles of Association and the Board of Directors.</p>



Existing Articles	Amended Articles
<p><b>Article 144</b> The shareholders, representing one-tenth or more of the voting power and one-third or more of the directors or the Supervisory Committee, may put forward a proposal to convene the Extraordinary Board Meeting. The chairman shall convene and preside over the Board Meeting within 10 days after receiving the proposal.</p> <p>In the event of emergency matters, an extraordinary meeting of the Board of Directors may be proposed by five or above directors or by the general manager of the Company.</p>	<p><b>Article 119</b> The shareholders, representing one-tenth or more of the voting power and one-third or more of the directors or the Supervisory Committee, may put forward a proposal to convene the Extraordinary Board Meeting. The chairman shall convene and preside over the Board Meeting within 10 days after receiving the proposal.</p> <p>In the event of emergency matters, an extraordinary meeting of the Board of Directors may be proposed by five or above directors or by the general manager of the Company.</p>
<p><b>CHAPTER 7 THE GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL</b></p>	
<p><b>Article 159</b> The provisions on the faithful obligations of Directors in Article 126 and assiduous obligations in Article 127 of the Articles of Association are applicable to senior management personnel. In the exercise of their functions and powers, the managers of the Company shall perform their faithful and assiduous duties in accordance with laws, administrative regulations and the Articles of Association.</p>	<p><b>Article 134</b> The provisions on the faithful obligations of Directors in Article <del>126</del><b>102</b> and assiduous obligations in <del>the Items (IV), (V) and (VI) of Article 127</del><b>103</b> of the Articles of Association are applicable to senior management personnel. In the exercise of their functions and powers, the <b>general</b> manager of the Company shall perform their faithful and assiduous duties in accordance with laws, administrative regulations and the Articles of Association.</p>
<p><b>Article 162</b> The general manager of the Company shall be accountable to the Board and shall exercise the following functions and powers:</p> <p>(I) To be in charge of the day-to-day management of the operations of the Company and report his work to the Board;</p> <p>(II) To organize the implementation of decision on the minutes of the resolutions of the Board of Directors;</p> <p>(III) To draft the Company’s annual business plans, investment, financing and entrusted financial management plans, and organize the implementation of the Company’s annual business plans and investment plans;</p> <p>(IV) To draft the Company’s annual financial budget and final accounting proposals as per the instructions of the Board of Directors;</p>	<p><b>Article 137</b> The general manager of the Company shall be accountable to the Board and shall exercise the following functions and powers:</p> <p>(I) To be in charge of the day-to-day management of the operations of the Company and report his work to the Board;</p> <p>(II) To organize the implementation of decision on the minutes of the resolutions of the Board of Directors;</p> <p>(III) To draft the Company’s annual business plans, investment, financing and entrusted financial management plans, and organize the implementation of the Company’s annual business plans and investment plans;</p> <p>(IV) To draft the Company’s annual financial budget and final accounting proposals as per the instructions of the Board of Directors;</p>



Existing Articles	Amended Articles
<p>(V) To draft the policies of employee’s wages, benefits, rewards and punishment and the overall plans;</p> <p>(VI) To draft the plan for establishment of the Company’s internal management organization;</p> <p>(VII) To propose the plan for establishment of the Company’s branches and other sub-branches;</p> <p>(VIII) To draft the Company’s basic management system;</p> <p>(IX) To formulate the basic rules and regulations of the Company;</p> <p>(X) To propose the Board to conduct the employment or dismissal of the senior management other than the general manager and the Board secretary of the Company and advise on their remuneration, rewards and the punishment;</p> <p>(XI) To hire or dismiss other management personnel other than those to be hired or dismissed by the Board, and decide on their assessments, remunerations, incentives and punishments;</p> <p>(XII) Other functions and powers granted by the Articles of Association and the Board.</p> <p>The manager of the Company shall attend the Board Meetings; the manager who is not a Director does not have any voting rights at Board meetings.</p>	<p>(V) To draft the policies of employee’s wages, benefits, rewards and punishment and the overall plans;</p> <p>(VI) To draft the plan for establishment of the Company’s internal management organization;</p> <p>(VII) To propose the plan for establishment of the Company’s branches and other sub-branches;</p> <p>(VIII) To draft the Company’s basic management system;</p> <p>(IX) To formulate the basic rules and regulations of the Company;</p> <p>(X) To propose the Board to conduct the employment or dismissal of the senior management other than the general manager and the Board secretary of the Company and advise on their remuneration, rewards and the punishment;</p> <p>(XI) To hire or dismiss other management personnel other than those to be hired or dismissed by the Board, and decide on their assessments, remunerations, incentives and punishments;</p> <p>(XII) Other functions and powers granted by the Articles of Association and the Board.</p> <p>The <b>general</b> manager of the Company shall attend the Board Meetings; the <b>general</b> manager who is not a Director does not have any voting rights at Board meetings.</p>
<b>CHAPTER 8 SUPERVISORY COMMITTEE</b>	
<p><b>Article 181</b> The Supervisory Committee shall formulate rules of procedure and define the discussion methods and voting procedures to ensure the working efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure of the Supervisory Committee shall be taken as the annex of the Articles of Association, drawn up by the Board of Directors and approved by the general meeting.</p>	<p><b>Article 156</b> The Supervisory Committee shall formulate rules of procedure and define the discussion methods and voting procedures to ensure the working efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure of the Supervisory Committee shall be taken as the annex of the Articles of Association, drawn up by the <b>Supervisory Committee</b> and approved by the general meeting.</p>

Existing Articles	Amended Articles
<b>CHAPTER 9 QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY’S DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT</b>	
<p><b>Article 185</b> None of the following persons may serve as a director, supervisor, general manager or other senior management of the Company:</p> <p>(I) Persons without capacity or with limited capacity for civil acts;</p> <p>(II) Persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not lapsed following the serving of the sentence;</p> <p>(III) Persons who are former directors, or factory directors or managers of a company or enterprise which has become insolvent due to mismanagement and bear personal liability for the insolvency where three years have not lapse following the date of completion of such bankruptcy liquidation;</p> <p>(IV) The legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefor and three years have not lapsed following the date of revocation of such business licenses;</p> <p>(V) Persons with relatively heavy individual debts that have not been settled upon maturity;</p> <p>(VI) Persons whose cases have been placed on file for investigation by the judicial authorities as a result of violation of the criminal law, and have not been closed;</p> <p>(VII) Persons who may not act as leaders of enterprises by virtue of laws and administrative regulations;</p>	<p><b>Article 160</b> None of the following persons may serve as a director, supervisor, general manager or other senior management of the Company:</p> <p>(I) Persons without capacity or with limited capacity for civil acts;</p> <p>(II) Persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not lapsed following the serving of the sentence;</p> <p>(III) Persons who are former directors, or factory directors or <b>general</b> manager of a company or enterprise which has become insolvent due to mismanagement and bear personal liability for the insolvency where three years have not lapse following the date of completion of such bankruptcy liquidation;</p> <p>(IV) The legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefor and three years have not lapsed following the date of revocation of such business licenses;</p> <p>(V) Persons with relatively heavy individual debts that have not been settled upon maturity;</p> <p>(VI) Persons whose cases have been placed on file for investigation by the judicial authorities as a result of violation of the criminal law, and have not been closed;</p> <p>(VII) Persons who may not act as leaders of enterprises by virtue of laws and administrative regulations;</p>

Existing Articles	Amended Articles
<p>(VIII) Non-natural persons;</p> <p>(IX) Persons ruled by a relevant competent authority for violating securities-related regulations, where such violation involved fraudulent or dishonest acts and five years have not lapsed following the date of the ruling;</p> <p>(X) Circumstances specified by laws and regulations of the place where the shares of the Company are listed.</p>	<p>(VIII) Non-natural persons;</p> <p>(IX) Persons ruled by a relevant competent authority for violating securities-related regulations, where such violation involved fraudulent or dishonest acts and five years have not lapsed following the date of the ruling;</p> <p>(X) Circumstances specified by laws and regulations of the place where the shares of the Company are listed.</p>
<p><b>Article 186</b> The validity of an act of a director, general manager or other senior management of the Company on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his current position, election or qualifications.</p>	<p>(Deleted)</p>
<p><b>Article 189</b> The Company’s directors, supervisors, general manager and other senior management must, in the discharge of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. Such principles shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(I) To act honestly in the best interests of the Company;</p> <p>(II) To exercise powers within the scope of their functions and powers and not to act beyond such powers;</p> <p>(III) To personally exercise the discretion granted to them, not to allow themselves to be manipulated by another person and, not to delegate the exercise of their discretion to another party unless permitted by laws and administrative regulations or with the informed consent of the general meeting;</p>	<p><b>Article 163</b> The Company’s directors, supervisors, general manager and other senior management must, in the discharge of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. Such principles shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(I) To act honestly in the best interests of the Company;</p> <p>(II) To exercise powers within the scope of their functions and powers and not to act beyond such powers;</p> <p>(III) To personally exercise the discretion granted to them, not to allow themselves to be manipulated by another person and, not to delegate the exercise of their discretion to another party unless permitted by laws and administrative regulations or with the informed consent of the general meeting;</p>

Existing Articles	Amended Articles
<p>(IV) To be impartial to shareholders of the same category and of different categories;</p> <p>(V) Not to enter into a contract, transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the approval of the general meeting that has been informed;</p> <p>(VI) Not to use the Company’s property for their own benefit in any way without the informed consent of the general meeting;</p> <p>(VII) Not to use their functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate the Company’s property in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(VIII) Not to accept commissions in connection with the Company’s transactions without the informed consent of the general meeting;</p> <p>(IX) To abide by the Articles of Association, perform their duties faithfully and protect the interests of the Company but not to seek personal gain with their position, functions and powers in the Company;</p> <p>(X) Not to compete with the Company in any way unless with the informed consent of the general meeting;</p> <p>(XI) Not to embezzle the Company’s funds or lend them to others, not to deposit the Company’s assets in accounts opened in their own or in another’s name, not to use the Company’s assets as security for the debts of the Company’s shareholders or other individuals except for otherwise required by laws, regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association;</p>	<p><del>(IV) To be impartial to shareholders of the same category and of different categories;</del></p> <p><u>(IV)</u> Not to enter into a contract, transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the approval of the general meeting that has been informed;</p> <p><u>(V)</u> Not to use the Company’s property for their own benefit in any way without the informed consent of the general meeting;</p> <p><u>(VI)</u> Not to use their functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate the Company’s property in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p><u>(VII)</u> Not to accept commissions in connection with the Company’s transactions without the informed consent of the general meeting;</p> <p><u>(VIII)</u> To abide by the Articles of Association, perform their duties faithfully and protect the interests of the Company but not to seek personal gain with their position, functions and powers in the Company;</p> <p><u>(IX)</u> Not to compete with the Company in any way unless with the informed consent of the general meeting;</p> <p><u>(X)</u> Not to embezzle the Company’s funds or lend them to others, not to deposit the Company’s assets in accounts opened in their own or in another’s name, not to use the Company’s assets as security for the debts of the Company’s shareholders or other individuals except for otherwise required by laws, regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association;</p>

Existing Articles	Amended Articles
<p>(XII) Not to disclose confidential information relating to the Company that was acquired by them during their office without the informed consent of the general meeting, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <ol style="list-style-type: none"> <li>1. Provided by law;</li> <li>2. Required in the public interest;</li> <li>3. Required in the interest of such directors, supervisors, general manager and other senior management.</li> </ol>	<p><u>(XI)</u> Not to disclose confidential information relating to the Company that was acquired by them during their office without the informed consent of the general meeting, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <ol style="list-style-type: none"> <li>1. Provided by law;</li> <li>2. Required in the public interest;</li> <li>3. Required in the interest of such directors, supervisors, general manager and other senior management.</li> </ol>
<p><b>Article 192</b> Directors, supervisors, general manager and other senior management of the Company may be relieved from liability for a specific breach of obligations after the general meeting has been informed, except in circumstances as specified in Article 54 hereof.</p>	<p><b>Article 166</b> Directors, supervisors, general manager and other senior management of the Company may be relieved from liability for a specific breach of obligations after the general meeting has been informed, <del>except in circumstances as specified in Article 54 hereof.</del></p>
<p><b>Article 198</b> A loan security provided by the Company in violation of the first paragraph of Article 196 hereof is not enforceable, except:</p> <p>(I) When the loan is provided to affiliated persons of directors, supervisors, general manager and other senior management of the Company or its parent company, and the loan provider is not aware of the condition;</p> <p>(II) When collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	<p><b>Article 172</b> A loan security provided by the Company in violation of the first paragraph of Article <del>196</del><b>170</b> hereof is not enforceable, except:</p> <p>(I) When the loan is provided to affiliated persons of directors, supervisors, general manager and other senior management of the Company or its parent company, and the loan provider is not aware of the condition;</p> <p>(II) When collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>

Existing Articles	Amended Articles
<p><b>Article 201</b> The Company shall enter into a written contract with each director, supervisor and senior management of the Company concerning their emoluments. Such contract shall be approved by the general meeting before it is entered into. The above-mentioned emoluments shall include:</p> <p>(I) Emoluments in respect of the service as a director, supervisor or senior management of the Company;</p> <p>(II) Emoluments in respect of the service as a director, supervisor or senior management of a subsidiary of the Company;</p> <p>(III) Emoluments otherwise in connection with the management of the Company or its subsidiaries;</p> <p>(IV) Funds as compensation for aforementioned directors and supervisors' loss of office or retirement;</p>	(Deleted)



Existing Articles	Amended Articles
<p>The aforementioned written contract shall include the following provisions:</p> <p>(I) An undertaking by the directors, supervisors and senior management to the Company to observe and comply with the Company Law, the Special Regulations, the Articles of Association, the Codes on Takeover and Mergers and the Codes on Share Buy-backs and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall be entitled to the remedies provided in the Articles of Association, and that neither the contract nor their office is transferable;</p> <p>(II) An undertaking by the directors, supervisors and senior management to the Company representing each shareholder to observe and perform their obligations to shareholders in accordance with the Articles of Association; and</p> <p>(III) Arbitration clause as provided in the Articles of Association and the Hong Kong Listing Rules.</p> <p>A director or supervisor may not sue the Company for the benefits he may enjoy on the basis of the above-mentioned matters, except under a contract as mentioned above.</p>	

Existing Articles	Amended Articles
<p><b>Article 202</b> The Company shall specify in the contract entered into with a director or supervisor of the Company concerning his emoluments that in the event of a takeover of the Company, a director or supervisor of the Company shall, subject to prior approval of the general meeting, have the right to receive the compensation or other funds for loss of office or retirement. For the purpose of the preceding sentence, the term “a takeover of the Company” shall refer to any of the following circumstances:</p> <p>(I) Anyone makes a takeover offer to all the shareholders;</p> <p>(II) Anyone makes a takeover offer so that the offeror becomes a controlling shareholder as defined in Article 56 hereof.</p> <p>If the relevant director or supervisor has failed to comply with this Article, any fund received by him shall belong to those persons that have sold their shares as a result of their acceptance of the above-mentioned offer, and the expenses incurred in distribution of such fund on a pro rata basis shall be borne by the relevant director or supervisor and may not be deducted from such fund.</p>	(Deleted)
<p><b>CHAPTER 10 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT</b></p>	
<p><b>Article 206</b> The Board of Directors of the Company shall submit such financial reports of the Company as required by relevant laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and normative documents promulgated by the local government and the authorities to the shareholders at each annual general meeting.</p>	(Deleted)

Existing Articles	Amended Articles
<p><b>Article 207</b> The financial reports of the Company shall be made available at the Company for inspection by shareholders twenty days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall send copies of the report of directors and the balance sheet (including each document appended to the balance sheet as required by laws) and the statement of profit or loss or the statement of income and expenditure, or summary of financial report to each holder of overseas listed foreign shares by prepaid mail at the recipient's address shown in the register of shareholders not later than twenty-one days before the date of every annual general meeting. It can also inform the shareholders by way of publishing an announcement (including publishing the same on the Company's website) subject to laws, administrative regulations and the listing rules of the stock exchange where the Company is listed.</p>	(Deleted)
<p><b>Article 208</b> The financial statements of the Company shall be prepared in accordance with the China's accounting standards and regulations, as well as the international accounting standards or the accounting standards of the place of overseas listing. If there is a significant discrepancy in the financial statements prepared according to the two accounting standards, it shall be noted in the notes to the financial statements. When the Company distributes the after-tax profits of the relevant fiscal year, it shall take the lower of the after-tax profits in the two financial statements stated above.</p>	(Deleted)
<p><b>Article 209</b> The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the China's accounting standards and regulations, as well as the international accounting standards or the accounting standards of the place of overseas listing.</p>	(Deleted)

Existing Articles	Amended Articles
<p><b>Article 210</b> The Company shall publish two financial reports in each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year. If the securities regulatory rules of the places where the shares of the Company are listed have other provisions, such provisions shall prevail.</p>	<p><b>Article 178</b> <u>The Company shall publish two financial reports prepared in accordance with the international accounting standards or the accounting standards of the place of overseas listing in each fiscal year, namely an interim financial report within three months after the end of the first six months of the fiscal year and an annual financial report within four months after the end of the fiscal year. If the securities regulatory rules of the places where the shares of the Company are listed have other provisions, such provisions shall prevail.</u></p>
<p><b>Article 214</b> The Company shall appoint a receiving agent for holders of overseas listed foreign shares to receive on behalf of the relevant shareholders the dividends distributed and other funds payable by the Company in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the law of the place, or the relevant regulations of the stock exchange where the shares are listed. The receiving agent for the holders of overseas listed foreign shares listed in Hong Kong appointed by the Company shall be the trust company registered in accordance with the Trustee Ordinance of Hong Kong.</p>	<p>(Deleted)</p>
<p><b>Article 215</b> Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holders of the shares to receive a dividend subsequently declared.</p> <p>Where power is taken to forfeit unclaimed dividends, that power shall not be exercised until the applicable deadline expires.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas listed foreign shares. However, the Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. Such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>	<p><b>Article 182</b> Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holders of the shares to receive a dividend subsequently declared.</p> <p>Where power is taken to forfeit unclaimed dividends, that power shall not be exercised until the applicable deadline expires.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of <b>H shares</b>. However, the Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. Such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>

Existing Articles	Amended Articles
<p>The Company has the right to sell, by such means as the Board of Directors considered appropriate, the shares of a holder of overseas listed foreign shares who is untraceable under the following circumstances:</p> <p>(I) During a period of 12 years at least three dividends in respect of the shares in question have been distributed by the Company and no dividend during that period has been claimed; and</p> <p>(II) Upon expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the stock exchange where the shares of the Company are listed.</p>	<p>The Company has the right to sell, by such means as the Board of Directors considered appropriate, the shares of a holder of <b>H shares</b> who is untraceable under the following circumstances:</p> <p>(I) During a period of 12 years at least three dividends in respect of the shares in question have been distributed by the Company and no dividend during that period has been claimed; and</p> <p>(II) Upon expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the stock exchange where the shares of the Company are listed.</p>
<p><b>Article 218</b> If the position of accounting firm becomes vacant, the Board of Directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms of the Company holding the position while such vacancy still exists, such accounting firms shall continue to act.</p>	<p>(Deleted)</p>
<p><b>Article 221</b> The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided by the general meeting and reported to the competent securities authority under the State Council for filing.</p>	<p><b>Article 187</b> The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided by the general meeting, <b>and the Board of Directors shall not appoint accounting firms prior to the decision of the general meeting.</b></p>

Existing Articles	Amended Articles
<p>When the general meeting is to make any resolution concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, re-appointment of an accounting firm which was appointed by the Board of Directors of the Company to fill a casual vacancy, or removal of an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) A copy of the proposal of employment and dismissing shall be sent before notice of the general meeting is given to the accounting firm proposed to be appointed or proposing to leave its post, or the accounting firm which has left its post in the relevant fiscal year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall take the following measures unless the representations are received too late:</p> <ol style="list-style-type: none"> <li>1. To state the fact of the representations having been made in any notice of the resolutions given;</li> <li>2. To deliver a copy of the representations as an attachment to the notice to each shareholder in the way regulated in the Articles of Association.</li> </ol> <p>(III) If the accounting firm's representations are not sent in accordance with Item (II) hereof, the relevant accounting firm may require that the representations are read out at the meeting and may make further appeals.</p>	<p><del>When the general meeting is to make any resolution concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, re-appointment of an accounting firm which was appointed by the Board of Directors of the Company to fill a casual vacancy, or removal of an accounting firm before the expiration of its term of office, the following provisions shall apply:</del></p> <p><del>(I) A copy of the proposal of employment and dismissing shall be sent before notice of the general meeting is given to the accounting firm proposed to be appointed or proposing to leave its post, or the accounting firm which has left its post in the relevant fiscal year.</del></p> <p><del>Leaving includes leaving by removal, resignation and retirement.</del></p> <p><del>(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall take the following measures unless the representations are received too late:</del></p> <ol style="list-style-type: none"> <li><del>1. To state the fact of the representations having been made in any notice of the resolutions given;</del></li> <li><del>2. To deliver a copy of the representations as an attachment to the notice to each shareholder in the way regulated in the Articles of Association.</del></li> </ol> <p><del>(III) If the accounting firm's representations are not sent in accordance with Item (II) hereof, the relevant accounting firm may require that the representations are read out at the meeting and may make further appeals.</del></p>



Existing Articles	Amended Articles
<p>(IV) An accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> <li>1. The general meeting at which its term of office would otherwise have expired;</li> <li>2. Any general meeting at which it is proposed to fill the vacancy caused by its removal;</li> <li>3. Any general meeting convened on its resignation.</li> </ol> <p>An accounting firm which is leaving its post shall be entitled to receive all notices of, or other information relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</p> <p>The term of employment of an accounting firm employed by the Company shall be between the conclusion of the annual general meeting of the Company and the conclusion of the next annual general meeting.</p>	<p><del>(IV) An accounting firm which is leaving its post shall be entitled to attend the following meetings:</del></p> <ol style="list-style-type: none"> <li><del>1. The general meeting at which its term of office would otherwise have expired;</del></li> <li><del>2. Any general meeting at which it is proposed to fill the vacancy caused by its removal;</del></li> <li><del>3. Any general meeting convened on its resignation.</del></li> </ol> <p><del>An accounting firm which is leaving its post shall be entitled to receive all notices of, or other information relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</del></p> <p><del>The term of employment of an accounting firm employed by the Company shall be between the conclusion of the annual general meeting of the Company and the conclusion of the next annual general meeting.</del></p>

Existing Articles	Amended Articles
<p><b>Article 222</b> When the Company dismisses or does not renew the employment of an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to present its views to the general meeting. Where an accounting firm tenders its resignation, it shall inform the general meeting of whether there is any irregularity in the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's registered office a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <p>(I) A statement to the effect that there are no matters in relation to its resignation which should be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) A statement of any such circumstances.</p> <p>Where a notice is deposited as mentioned in the preceding paragraph, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Item (II) hereof, a copy of such statement shall be placed at the Company for inspection by shareholders. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares (being those entitled to receive the reports on the financial position of the Company) at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement of any circumstance which should be brought to the attention of the shareholders or creditors of the Company, it may require the Board of Directors to convene the extraordinary general meeting for the purpose of receiving an explanation of the circumstances in relation to its resignation.</p>	<p>(Deleted)</p>

Existing Articles	Amended Articles
<b>CHAPTER 11 NOTICE &amp; ANNOUNCEMENT</b>	
<p><b>Article 223</b> In compliance with the relevant requirements of the laws, administrative regulations and regulatory rules of the place where the shares of the Company are listed, notices of the Company shall be delivered by the following means:</p> <p>(I) By hand;</p> <p>(II) By mail;</p> <p>(III) By facsimile or email;</p> <p>(IV) By publishing on the websites designated by the Company and the Hong Kong Stock Exchange;</p> <p>(V) By other means.</p> <p>Notice of general meeting, data or written statement to holders of overseas listed foreign shares shall be delivered by any of the following means:</p> <p>(I) by hand or mail to the registered address of each of the holders of overseas listed foreign shares;</p> <p>(II) in compliance with the requirements of applicable laws, administrative regulations and relevant listing rules, by publishing them on the websites designated by the securities regulatory authorities or stock exchanges of the place where the securities and shares of the Company are listed;</p> <p>(III) otherwise in accordance with the requirements of the stock exchanges and the listing rules of the place where the securities and shares of the Company are listed.</p>	<p><b>Article 188</b> In compliance with the relevant requirements of the laws, administrative regulations and regulatory rules of the place where the shares of the Company are listed, notices of the Company shall be delivered by the following means:</p> <p>(I) By hand;</p> <p>(II) By mail;</p> <p>(III) By facsimile or email;</p> <p>(IV) By publishing on the websites designated by the Company and the Hong Kong Stock Exchange;</p> <p>(V) By other means.</p> <p>Notice of general meeting, data or written statement to holders of <b>H shares</b> shall be delivered by any of the following means:</p> <p>(I) by hand or mail to the registered address of each of the holders of <b>H shares</b>;</p> <p>(II) in compliance with the requirements of applicable laws, administrative regulations and relevant listing rules, by publishing them on the websites designated by the securities regulatory authorities or stock exchanges of the place where the securities and shares of the Company are listed;</p> <p>(III) otherwise in accordance with the requirements of the stock exchanges and the listing rules of the place where the securities and shares of the Company are listed.</p>

Existing Articles	Amended Articles
<p>Notwithstanding any other requirements of the Articles of Association on the means of delivery of any document, notice or other communications, in compliance with the relevant requirements of the securities regulatory rules of the place where the shares of the Company are listed, the Company may select to deliver corporate communications of the Company by the means set out in Item (IV) of the first paragraph of this article or as otherwise required by the stock exchanges where the shares of the Company are listed in lieu of delivering written documents to each of the holders of overseas listed foreign shares by hand or by mail. The above corporate communications refer to any documents delivered or to be delivered by the Company for reference by shareholders or for shareholders to take action, including but not limited to annual report (including annual financial report), interim report (including interim financial report), directors' report (together with balance sheet and income statement), notice of general meeting, circular and other communication documents.</p>	<p>Notwithstanding any other requirements of the Articles of Association on the means of delivery of any document, notice or other communications, in compliance with the relevant requirements of the securities regulatory rules of the place where the shares of the Company are listed, the Company may select to deliver corporate communications of the Company by the means set out in Item (IV) of the first paragraph of this article or as otherwise required by the stock exchanges where the shares of the Company are listed in lieu of delivering written documents to each of the holders of <del>overseas listed foreign</del> <b>H shares</b> by hand or by mail. The above corporate communications refer to any documents delivered or to be delivered by the Company for reference by shareholders or for shareholders to take action, including but not limited to annual report (including annual financial report), interim report (including interim financial report), directors' report (together with balance sheet and income statement), notice of general meeting, circular and other communication documents.</p>
<p><b>Article 226</b> To confirm shareholders or directors have served notices, documents, materials or written statements on the Company, evidences that the relevant notices, documents, materials or written statements have been served within the prescribed period of time by the means set out in Article 223 of the Articles of Association must be provided. For delivery by hand, confirmation of receipt by the Company should be provided, and for delivery by registered mail, only clear evidence of delivery to the correct address by prepaid post is needed.</p>	<p><b>Article 191</b> To confirm shareholders or directors have served notices, documents, materials or written statements on the Company, evidences that the relevant notices, documents, materials or written statements have been served within the prescribed period of time by the means set out in Article <del>223</del><b>188</b> of the Articles of Association must be provided. For delivery by hand, confirmation of receipt by the Company should be provided, and for delivery by registered mail, only clear evidence of delivery to the correct address by prepaid post is needed.</p>

Existing Articles	Amended Articles
<b>CHAPTER 12 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION</b>	
<p><b>Article 228</b> Upon approval at the general meeting by special resolution, the Company may divide itself or merge with another company in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>For the purpose of merger or division, the Board of Directors of the Company shall propose a plan, which shall be subject to approval procedures under the laws after being passed in accordance with the Articles of Association. Shareholders who are against the merger or division plans of the Company may request the Company or shareholders agreeing on such merger or division plans of the Company to purchase their shares at a fair price. Special document containing the relevant information on the merger or division of the Company shall be made available to the shareholders.</p> <p>For holders of H shares, the abovementioned document shall be delivered by mail or other means as provided in the Articles of Association.</p>	<p><b>Article 193</b> Upon approval at the general meeting by special resolution, the Company may divide itself or merge with another company in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>For the purpose of merger or division, the Board of Directors of the Company shall propose a plan, which shall be subject to approval procedures under the laws after being passed in accordance with the Articles of Association. Shareholders who are against the merger or division plans of the Company may request the Company <del>or shareholders agreeing on such merger or division plans of the Company</del> to purchase their shares at a fair price. Special document containing the relevant information on the merger or division of the Company shall be made available to the shareholders.</p> <p><del>For holders of H shares, the abovementioned document shall be delivered by mail or other means as provided in the Articles of Association.</del></p>

Existing Articles	Amended Articles
<p><b>Article 235</b> The Company shall be dissolved when:</p> <p>(I) the term of business operation as stipulated in the Articles of Association expires or other causes for dissolution as stipulated in the Articles of Association occur;</p> <p>(II) a resolution on dissolution is adopted by the general meeting;</p> <p>(III) merger or division of the Company necessitates its dissolution;</p> <p>(IV) the Company is declared bankrupt because it is unable to pay its debts due;</p> <p>(V) the business license of the Company is revoked, or the Company is ordered to close down, or its registration is cancelled, according to law;</p> <p>(VI) the Company is confronted with serious difficulties in operation and management, as a result of which its continued existence may seriously harm the interests of its shareholders, and the difficulties cannot be surmounted by other means, in which case the shareholders holding 10% or more of the voting rights held by all the shareholders of the Company may request a people’s court to dissolve the Company.</p>	<p><b>Article 200</b> The Company shall be dissolved when:</p> <p>(I) the term of business operation as stipulated in the Articles of Association expires or other causes for dissolution as stipulated in the Articles of Association occur;</p> <p>(II) a resolution on dissolution is adopted by the general meeting;</p> <p>(III) merger or division of the Company necessitates its dissolution;</p> <p><del>(IV) the Company is declared bankrupt because it is unable to pay its debts due;</del></p> <p><u>(IV)</u> the business license of the Company is revoked, or the Company is ordered to close down, or its registration is cancelled, according to law;</p> <p><u>(V)</u> the Company is confronted with serious difficulties in operation and management, as a result of which its continued existence may seriously harm the interests of its shareholders, and the difficulties cannot be surmounted by other means, in which case the shareholders holding 10% or more of the voting rights held by all the shareholders of the Company may request a people’s court to dissolve the Company.</p>



Existing Articles	Amended Articles
<p><b>Article 236</b> Where any of the circumstances as prescribed in Item (I) of Article 235 of the Articles of Association occurs, the Company may continue to exist by amending the Articles of Association.</p> <p>Amending the Articles of Association according to the preceding paragraph shall be subject to approval by two thirds or more of the voting rights of the shareholders present at the general meeting.</p> <p>Where the Company is dissolved according to the provisions of Article 235 (I), (II), or (VI) of the Articles of Association, a liquidation group shall be formed within fifteen days after the occurrence of the cause of dissolution to carry out the liquidation. The liquidation group shall be composed of directors or persons as determined by the general meeting. Where no liquidation group is formed within the time limit, the creditors may apply to a people’s court for designating relevant persons to form a liquidation group to conduct the liquidation.</p> <p>Where the Company dissolves according to Article 235 (IV), the people’s court shall, in accordance with relevant requirements of the laws, arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</p> <p>Where the Company dissolves according to Article 235 (V), relevant competent authorities shall arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</p>	<p><b>Article 201</b> Where any of the circumstances as prescribed in Item (I) of Article <del>235</del><b>200</b> of the Articles of Association occurs, the Company may continue to exist by amending the Articles of Association.</p> <p>Amending the Articles of Association according to the preceding paragraph shall be subject to approval by two thirds or more of the voting rights of the shareholders present at the general meeting.</p> <p>Where the Company is dissolved according to the provisions of Article <del>235</del><b>200</b> (I), (II), <b>(IV) and (V)</b> of the Articles of Association, a liquidation group shall be formed within fifteen days after the occurrence of the cause of dissolution to carry out the liquidation. The liquidation group shall be composed of directors or persons as determined by the general meeting. Where no liquidation group is formed within the time limit, the creditors may apply to a people’s court for designating relevant persons to form a liquidation group to conduct the liquidation.</p> <p><del>Where the Company dissolves according to Article 235 (IV), the people’s court shall, in accordance with relevant requirements of the laws, arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</del></p> <p><del>Where the Company dissolves according to Article 235 (V), relevant competent authorities shall arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</del></p>

Existing Articles	Amended Articles
<p><b>Article 237</b> Where the Board of Directors decides to liquidate the Company (except liquidation due to being declared bankrupt), in the notice convening the general meeting for this purpose, it shall be stated that the Board of Directors has conducted a comprehensive investigation on the Company’s position and considers that the Company will be able to fully settle its debts within 12 months after the commencement of the liquidation.</p> <p>Upon the passing of the resolution on the liquidation at the general meeting, the powers and duties of the Board of Directors of the Company shall cease immediately.</p> <p>The liquidation group shall, at least once per annum, report its income and expenditure and the business and process of the liquidation to the general meeting, and submit its final report to the general meeting upon completion of the liquidation.</p>	(Deleted)

Existing Articles	Amended Articles
<p><b>Article 241</b> In the event of liquidation due to dissolution, if, after checking up on the property of the Company and preparing the balance sheet and the checklist of assets, the liquidation group finds that the assets of the Company is insufficient to pay off its debts, it shall, in accordance with law, apply to a people’s court for declaration of bankruptcy of the Company.</p> <p>After the people’s court has ruled to declare the Company bankrupt, the liquidation group shall turn the liquidation matters over to the people’s court.</p>	<p><b>Article 205</b> <del>In the event of liquidation due to dissolution,</del> If, after checking up on the property of the Company and preparing the balance sheet and the checklist of assets, the liquidation group finds that the assets of the Company is insufficient to pay off its debts, it shall, in accordance with law, apply to a people’s court for declaration of bankruptcy of the Company.</p> <p>After the people’s court has ruled to declare the Company bankrupt, the liquidation group shall turn the liquidation matters over to the people’s court.</p>
<p><b>Article 242</b> After the liquidation of the Company is completed, the liquidation group shall prepare a liquidation report and an income and expenditure statement and financial accounts for the liquidation period, which after being verified by a Chinese CPA shall be submitted to the general meeting or a people’s court for confirmation.</p> <p>The liquidation group shall, within 30 days after the confirmation by the general meeting or the people’s court, submit the abovementioned documents to the company registration authority applying for cancellation of the registration of the Company and shall announce termination of the Company.</p>	<p><b>Article 206</b> After the liquidation of the Company is completed, the liquidation group shall prepare a liquidation report <del>and an income and expenditure statement and financial accounts for the liquidation period,</del> which <del>after being verified by a Chinese CPA</del> shall be submitted to the general meeting or a people’s court for confirmation, <b><u>and shall submit the abovementioned documents to the registration authority of the Company for the purpose of applying for cancellation of the registration of the Company. It shall announce the termination of the Company.</u></b></p> <p><del>The liquidation group shall, within 30 days after the confirmation by the general meeting or the people’s court, submit the abovementioned documents to the company registration authority applying for cancellation of the registration of the Company and shall announce termination of the Company.</del></p>

Existing Articles	Amended Articles
<b>CHAPTER 13 AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>	
<p><b>Article 248</b> Amendments to the Articles of Association involving the contents of the Mandatory Provisions shall be subject to the approval by the company approving authority authorized by the State Council and the securities regulatory agency under the State Council. Amendments to the Articles of Association involving registration particulars shall be registered according to law.</p>	<p><b>Article <u>212</u></b> Amendments to the Articles of Association <del>involving the contents of the Mandatory Provisions shall be subject to the approval by the company approving authority authorized by the State Council and the securities regulatory agency under the State Council.</del> Amendments to the Articles of Association involving registration particulars shall be registered according to law.</p>
<b>CHAPTER 14 DISPUTE SETTLEMENT</b>	(The whole chapter was deleted)
<b>CHAPTER 14 SUPPLEMENTARY PROVISIONS</b>	
<p><b>Article 255</b> After being considered and approved at the general meeting of the Company, the Articles of Association shall be submitted to the relevant regulatory authorities for approval or filing and shall take effect from the date of the listing of the shares of the Company on the Main Board of the Hong Kong Stock Exchange.</p>	<p><b>Article <u>218</u></b> <u>After being considered and approved at the general meeting of the Company, the Articles of Association shall take effect from the date when being considered and approved at the general meeting of the Company. If the securities regulatory rules of the places where the shares of the Company are listed have other provisions, such provisions shall prevail.</u></p>

Except for the above amended articles and corresponding adjustments to the serial numbers of certain articles, the other contents of articles in the Articles of Association are unchanged.

## Appendix II:

Existing Articles	Amended Articles
<p><b>Article 8</b> Shareholders individually or jointly holding 10% or more of the voting shares at the proposed meeting have the right to request the Board of Directors to hold an extraordinary general meeting or a class meeting, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the securities regulatory rules of the stock exchange where the Company's shares are listed (such as the Hong Kong Listing Rules) and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting within 10 days after receiving the request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting or class meeting, a notice of the general meeting shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting or class meeting or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company's shares have the right to request the Supervisory Committee to hold the extraordinary general meeting or class meeting in writing.</p>	<p><b>Article 8</b> Shareholders individually or jointly holding 10% or more of the voting shares at the proposed meeting have the right to request the Board of Directors to hold an extraordinary general meeting <del>or a class meeting</del>, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the securities regulatory rules of the stock exchange where the Company's shares are listed (such as the Hong Kong Listing Rules) and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting within 10 days after receiving the request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the general meeting shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting <del>or class meeting</del> or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company's shares have the right to request the Supervisory Committee to hold the extraordinary general meeting <del>or class meeting</del> in writing.</p>

Existing Articles	Amended Articles
<p>If the Supervisory Committee agrees to hold the extraordinary general meeting or class meeting, a notice of the extraordinary general meeting or class meeting shall be given within 5 days after receiving the request. Changes to the original request in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting or class meeting. The shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene the general meeting by themselves.</p>	<p>If the Supervisory Committee agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the extraordinary general meeting <del>or class meeting</del> shall be given within 5 days after receiving the request. Changes to the original request in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting <del>or class meeting</del>. The shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene the general meeting by themselves.</p>
<p><b>Article 12</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and notify the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p> <p>Proposals not listed in the notice of the general meeting or in non-conformity with the requirement of the laws, regulations, Articles of Association and these Rules shall not be voted with a resolution in the general meeting.</p>	<p><b>Article 12</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and <b>notify</b> the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p> <p>Proposals not listed in the notice of the general meeting or in non-conformity with the requirement of the laws, regulations, Articles of Association and these Rules shall not be voted with a resolution in the general meeting.</p>



Existing Articles	Amended Articles
<p><b>Article 15</b> The notice and supplementary notice of the general meeting shall be in written form, and shall meet the following requirements:</p> <p>(I) the date, the time and the place of the meeting;</p> <p>(II) matters and proposals to be considered at the meeting and the meeting convener;</p> <p>(III) the record date for determining the entitlement of shareholders to attend and vote at the general meeting;</p> <p>(IV) containing the time at which and the place to which the proxy form for use at the meeting shall be delivered; and</p> <p>(V) other matters required by the laws, administrative regulations, departmental rules, and the securities regulatory rules in the place where the Company’s shares are listed.</p> <p>Where the general meeting is held online or in other methods, the voting time and procedures online or in other methods shall be clearly stated in the notice of the general meeting.</p>	<p><b>Article 15</b> The notice and supplementary notice of the general meeting shall be in written form, and shall meet the following requirements:</p> <p><b><u>(I) the time, the place, and the duration of the meeting;</u></b></p> <p><b><u>(II) matters and proposals to be considered at the meeting;</u></b></p> <p><b><u>(III) containing a conspicuous statement that all ordinary shareholders are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy need not be a shareholder of the Company; and in the case where the shareholder being a corporation, it may appoint a proxy to attend and vote at any general meeting of the issuer and such corporation shall be deemed to be present in person at any such meeting if it has appointed a proxy to attend thereat. Such corporation may execute a form of proxy by its duly authorized officer;</u></b></p> <p>(IV) the record date for determining the entitlement of shareholders to attend and vote at the general meeting;</p> <p><b><u>(V) the name and telephone number of permanent contact person for the meeting;</u></b></p> <p><b><u>(VI) voting time and voting procedure for voting online or by other ways;</u></b></p> <p><b><u>(VII) other requirements of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></b></p> <p>Where the general meeting is held online or in other methods, the voting time and procedures online or in other methods shall be clearly stated in the notice of the general meeting.</p>

Existing Articles	Amended Articles
<p><b>Article 17</b> The Company shall hold the general meeting at its address or any other place specified in the notice of meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company should make it convenient for Shareholders to attend such meetings by using secure, economic and convenient network or other methods. A Shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.</p> <p>A Shareholder may either attend the general meeting in person and exercise his/her voting rights, or appoint one or more proxies (who may not be Shareholders) to attend and exercise his/her voting rights within his/her authority. The appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its attorney duly authorized. If the appointing Shareholder is a legal person, then its proxy to attend the general meeting shall be the legal representative, or other person authorized by the Board of Directors or other decision-making body and is deemed to be present in person.</p>	<p><b>Article 17</b> The Company shall hold the general meeting at its address or any other place specified in the notice of meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company should make it convenient for Shareholders to attend such meetings by using secure, economic and convenient network or other methods. A Shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.</p> <p>A Shareholder may either attend the general meeting in person and exercise his/her voting rights, or appoint one or more proxies (who may not be Shareholders) to attend and exercise his/her voting rights within his/her authority. The appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its attorney duly authorized. If the appointing Shareholder is a legal person, then its proxy to attend the general meeting shall be the legal representative, or other person authorized by the Board of Directors or other decision-making body and is deemed to be present in person.</p>

Existing Articles	Amended Articles
<p>The proxy(ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the Shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other Shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting or class meeting and creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual Shareholder of the Company.</p>	<p>The proxy(ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by <del>a show of hands or</del> by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the Shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other Shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting <del>or class meeting</del> and creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual Shareholder of the Company.</p>
<p><b>Article 18</b> Where the general meeting is held online or in other methods, the voting time and procedures online or in other methods shall be clearly stated in the notice of the general meeting.</p>	<p>(Deleted)</p>

Existing Articles	Amended Articles
<p><b>Article 38</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) annual budget plans, financial account plans, the balance sheet, profit statement and other annual report of financial statements of the Company;</p> <p>(V) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>	<p><b>Article 37</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and relevant members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) <b><u>annual budget plans, financial account plans of the Company;</u></b></p> <p>(V) <b><u>employment, dismissal or refusal of the renewal of the employment of an accounting firm;</u></b></p> <p>(VI) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>

Existing Articles	Amended Articles
<p><b>Article 39</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p>(I) the increase or reduction of the Company’s registered capital and the issuance of any class of shares, warrants and other similar securities;</p> <p>(II) division, merger, dissolution and liquidation of the Company or change in the corporate form of the Company;</p> <p>(III) amendments to the Articles of Association;</p> <p>(IV) issuance of corporate bonds;</p> <p>(V) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company’s shares are listed or the Company’s Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</p>	<p><b>Article 39</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p>(I) the increase or reduction of the Company’s registered capital <del>and the issuance of any class of shares, warrants and other similar securities;</del></p> <p><b><u>(II) division, spin-off, merger, dissolution and liquidation of the Company;</u></b></p> <p>(III) amendments to the Articles of Association;</p> <p><b><u>(IV) matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest audited total assets, within one year;</u></b></p> <p><b><u>(V) equity incentive plan;</u></b></p> <p>(VI) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company’s shares are listed or the Company’s Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</p>
<p><b>Article 49</b> These Rules shall be implemented from the date of the Company’s public offering of overseas-listed foreign shares and listing on The Stock Exchange of Hong Kong Limited after being considered and approved by the general meeting, and the same shall apply in case of amendments.</p>	<p><b><u>Article 48 These Rules shall be implemented from the date of consideration and adoption by the general meeting after they have been considered and approved by the general meeting, and the same shall apply in the event of amendments.</u></b></p>

The serial numbers of the articles in this amendment to the Rules of Procedure for General Meeting and the serial numbers of the articles quoted in the main text are automatically adjusted by default and are no longer shown separately.