THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Biocytogen Pharmaceuticals (Beijing) Co., Ltd., you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD. 百奧賽圖(北京)醫藥科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 2315)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURES (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURES ANCILLARY TO THE PROPOSED ISSUE OF A SHARES (3) PROPOSED GUARANTEE FOR SUBSIDIARIES (4) PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD (5) PROPOSED ELECTION OF **INDEPENDENT NON-EXECUTIVE DIRECTORS OF** THE SECOND SESSION OF THE BOARD (6) PROPOSED ELECTION OF NON-EMPLOYEE **REPRESENTATIVE SUPERVISORS OF THE SECOND** SESSION OF THE SUPERVISORY COMMITTEE (7) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

References to time and dates in this circular are to Hong Kong time and dates.

A letter from the Board is set out on pages 4 to 16 of this circular.

The notice convening the EGM and Class Meetings to be held on Tuesday, December 12, 2023 at 10:00 a.m. (Hong Kong time) with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online or any adjournment or postponement thereof is set out on pages N-I-1 to N-III-3 of this circular.

Such forms of proxy for use at the EGM and Class Meetings are enclosed with this circular. The forms of proxy can also be downloaded from websites of the Company at https://www.biocytogen.com.cn and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. Shareholders are recommended to complete, sign and return the proxy form in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), or via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letter sent by the Company (for all Shareholders) as soon as possible but in any event no later than 24 hours before the time appointed for the EGM (i.e. no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or the adjourned meeting (as the case may be).

This circular together with the form of proxy are also published on the website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and that of the Company (https://www.biocytogen.com.cn).

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In this circular, unless the context otherwise requires, the following terms or expressions shall have the meanings set out below:

"A Share(s)"	the ordinary Share(s) with a nominal value of RMB1.00 each in the Share capital of the Company proposed to be allotted, issued and listed on the Sci-Tech Board
"Articles of Association" or "Articles"	the articles of association of the Company, as amended from time to time
"Board of Directors" or "Board"	the board of Directors of the Company
"China" or the "PRC"	the People's Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People's Republic of China and Taiwan
"Class Meetings"	the class meeting of H Shareholders and the class meeting of Domestic and Unlisted Shareholders to be held, the notices of which are set out in pages N-II-1 to N-III-3 of this circular
"Company"	Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (百奧賽 圖(北京)醫藥科技股份有限公司), a limited liability company incorporated in the PRC on November 13, 2009 and converted into a joint stock limited liability company incorporated in the PRC on December 29, 2020 whose predecessor was Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司)
"Company" "CSRC"	圖(北京)醫藥科技股份有限公司), a limited liability company incorporated in the PRC on November 13, 2009 and converted into a joint stock limited liability company incorporated in the PRC on December 29, 2020 whose predecessor was Beijing Biocytogen Gene Biotechnology
	圖(北京)醫藥科技股份有限公司), a limited liability company incorporated in the PRC on November 13, 2009 and converted into a joint stock limited liability company incorporated in the PRC on December 29, 2020 whose predecessor was Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司) China Securities Regulatory Commission (中國證券監督
"CSRC"	圖(北京)醫藥科技股份有限公司), a limited liability company incorporated in the PRC on November 13, 2009 and converted into a joint stock limited liability company incorporated in the PRC on December 29, 2020 whose predecessor was Beijing Biocytogen Gene Biotechnology Co., Ltd. (北京百奧賽圖基因生物技術有限公司) China Securities Regulatory Commission (中國證券監督 管理委員會)

DEFINITIONS

"EGM"	the 2023 second extraordinary general meeting of the Company to be held, the notice of which is set out in pages N-I-1 to N-I-4 of this circular
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign Share(s) in the ordinary Share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange
"H Shareholder(s)"	holder(s) of the H Shares
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Dollars" or "HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Issue of A Shares"	the proposed initial public issue of not more than 99,849,605 A Shares, which will be listed on the Sci-Tech Board
"Latest Practicable Date"	November 16, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"PRC Company Law"	the Company Law of the PRC (《中華人民共和國公司法》)
"PRC Securities Law"	the Securities Law of the PRC (《中華人民共和國證券法》)
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Sci-Tech Board" or "SSE STAR MARKET"	the Sci-Tech Innovation Board of the Shanghai Stock Exchange
"Share(s)"	ordinary Share(s) in the Share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic and Unlisted Share(s) and H Share(s)

DEFINITIONS

"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholders"	has the meaning ascribed thereto under the Listing Rules
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"US" or "the U.S."	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia

* For identification purpose only



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD. 百奧賽圖(北京)醫藥科技股份有限公司

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

(Stock Code: 2315)

Executive Directors: Dr. Shen Yuelei (Chairman, CEO and General Manager) Dr. Ni Jian Dr. Zhang Haichao

Non-executive Directors: Mr. Wei Yiliang Dr. Zhou Kexiang Ms. Zhang Leidi

Independent Non-executive Directors: Mr. Hua Fengmao Dr. Yu Changyuan Ms. Liang Xiaoyan Registered office: 12 Baoshen South Street Daxing Bio-Medicine Industry Park Daxing District, Beijing PRC

Principle place of business in Hong Kong:
40th Floor
Dah Sing Financial Center
No. 248 Queen's Road East
Wanchai
Hong Kong

Hong Kong, November 23, 2023

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF **ASSOCIATION AND RULES OF PROCEDURES** (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RULES OF PROCEDURES ANCILLARY TO THE PROPOSED ISSUE OF A SHARES (3) PROPOSED GUARANTEE FOR SUBSIDIARIES (4) PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS OF THE SECOND SESSION OF THE BOARD (5) PROPOSED ELECTION OF **INDEPENDENT NON-EXECUTIVE DIRECTORS OF** THE SECOND SESSION OF THE BOARD (6) PROPOSED ELECTION OF NON-EMPLOYEE **REPRESENTATIVE SUPERVISORS OF THE SECOND** SESSION OF THE SUPERVISORY COMMITTEE (7) NOTICE OF THE 2023 SECOND EXTRAORDINARY **GENERAL MEETING AND CLASS MEETINGS**

I. INTRODUCTION

Reference is made to the announcement of the Company dated November 10, 2023 in relation to, among others, the proposed amendments to the Articles, the proposed election of Directors of the second session of the Board and proposed election of non-employee representative Supervisors of the Second session of the Supervisory Committee.

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the EGM and the Class Meetings to be held on Tuesday, December 12, 2023, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM and the Class Meetings. For the details of the proposed resolutions at the EGM and the Class Meetings, please also refer to the notices of the EGM and the Class Meetings enclosed with this circular.

II. DETAILS OF THE RESOLUTIONS

1. Proposed Amendments to the Articles of Association and the Rules of Procedures

a. Proposed Amendments to the Existing Articles of Association

In order to comply with the relevant applicable rules of the CSRC, the Shanghai Stock Exchange and the Stock Exchange, and to satisfy the relevant requirements of laws, administrative regulations and regulatory documents, including the Company Law of the PRC, the Securities Law of the PRC, the Trial Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Guidelines on Articles of Association of Listed Companies (Revised 2022) and the Listing Rules of the Stock Exchange, and considering the development of the Company, the Board resolved to amend the existing Articles of Association (the "Amended Articles of Association").

The details of the proposed amendments to the existing Articles of Association are set out in Appendix I of this circular. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Amended Articles of Association shall become effective following the Shareholders' approval at the EGM by way of a special resolution whereupon the existing Articles of Association will be invalid simultaneously.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Amended Articles of Association comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendments for a company incorporated in the PRC and listed on the Stock Exchange.

b. Proposed Amendments to the Existing Rules of Procedures of the Company

The Company intends to revise the following rules of procedures:

- (a) the "Rules of Procedures for Shareholders' General Meeting";
- (b) the "Rules of Procedures for the Board of Directors Meeting"; and
- (c) the "Rules of Procedures for the Supervisory Committee Meeting".

The details of the proposed amendments of the existing rules of procedures (the "Amended Rules of Procedures") are set out in Appendices II to IV of this circular, respectively. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the rules of procedures, the Chinese version shall prevail.

The above rules of procedures will become effective following the Shareholders' approval at the EGM by way of special resolutions where the existing rules of procedures will be invalid simultaneously.

Special resolutions will be proposed at the EGM to consider and approve the amendments to the above existing rules of procedures.

2. Proposed Amendments to the Articles of Association and the Rules of Procedures Ancillary to the Proposed Issue of A Shares

a. Proposed Amendments to the Articles of Association Ancillary to the Proposed Issue of A Shares

Reference is made to the circular of the Company dated March 31, 2023 and the poll results announcement of the Company dated April 20, 2023.

Among other resolutions, the proposed Issue of A Shares and the adoption of the Articles of Association ancillary to the proposed issue of A Shares (the "A Share Articles of Association") were approved at the 2023 first extraordinary general meeting, the 2023 first meeting of H shareholders and the 2023 first class meeting of domestic and unlisted shareholders held on April 20, 2023.

In order to comply with the relevant applicable rules of the CSRC, the Shanghai Stock Exchange and the Stock Exchange, and to satisfy the relevant requirements of laws, administrative regulations and regulatory documents, including the PRC Company Law, the PRC Securities Law, the Trial Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Guidelines on Articles of Association of Listed Companies (Revised 2022), the Listing Rules of the Shanghai Stock Exchange and the Listing Rules of the Stock Exchange, and considering the development of the Company, the Board resolved to further amend the Articles of Association which will take effect upon completion of the proposed Issue of A Shares (the "Amended A Share Articles of Association").

The details of the proposed amendments to the A Share Articles of Association are set out in Appendix V of this circular. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Amended A Share Articles of Association will only become effective (i) following the Shareholders' approval by way of special resolution(s) at the EGM, and (ii) upon completion of the proposed Issue of A Shares, whereupon the then existing Articles of Association will be invalid simultaneously.

For the avoidance of doubt, given that the Issue of A Shares is conditional upon, among other things, necessary regulatory approvals, there is no assurance that it will proceed as planned or at all. Therefore, despite the fact that the Shareholders will consider and, if thought fit, approve the Amended Articles of Association and the Amended A Share Articles of Association, only one version of it will become effective at the time immediately following the EGM. The effect of the Shareholders considering, and if thought fit, approving both versions of the Amended Articles of Association and A Share Articles of Association is that, before and until the Issue of A Shares has been successfully completed, the version of the Amended Articles of Association and A Share Articles of Association and consolidating all the Amended Articles of Association will have remained effective and, vice versa.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Amended A Share Articles of Association comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendment for a company incorporated in the PRC and listed on the Stock Exchange.

b. Proposed Amendments to the Rules of Procedures of the Company Ancillary to the Proposed Issue of A Shares

The Company intends to further revise the following rules of procedures (the "A Share Rules of Procedures"):

- (a) the "Rules of Procedures for Shareholders' General Meeting";
- (b) the "Rules of Procedures for the Board of Directors Meeting"; and
- (c) the "Rules of Procedures for the Supervisory Committee Meeting".

The above A Share Rules of Procedures will become effective (i) following the Shareholders' approval at the EGM by way of special resolutions, and (ii) upon completion of the proposed Issue of A Shares, whereupon the then existing rules of procedures will be invalid simultaneously.

For the avoidance of doubt, given that the Issue of A Shares is conditional upon, among other things, necessary regulatory approvals, there is no assurance that it will proceed as planned or at all. Therefore, despite the fact that the Shareholders will consider and, if thought fit, approve the adoption of both versions of the Amended Rules of Procedures and A Share Rules of Procedures, only one version of it will become effective at the time immediately following the EGM. The effect of the Shareholders considering, and if thought fit, approving both versions of the Amended Rules of Procedures and A Share Rules of Procedures is that, before and until the Issue of A Shares has been successfully completed, the version of the Amended Rules of Procedures and A Share Rules of Procedures incorporating and consolidating all the Amended Rules of Procedures will have remained effective and, vice versa.

The details of the proposed amendments of the A Share Rules of Procedures are set out in Appendices VI to VIII of this circular, respectively. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the A Share Rules of Procedures, the Chinese version shall prevail.

Special resolutions will be proposed at the EGM to consider and approve the amendments to the above A Share Rules of Procedures.

3. Proposed Guarantee for Bank Credit Facilities for Subsidiaries

In order to meet the needs of the Company and its subsidiaries to apply for credit from banks and handle financing, the Company intends to provide guarantee for the bank credit of its subsidiaries and authorize the chairman of the Board to handle the related matters. Specifically as follows:

a. Proposed Guarantee in Relation to the Application for a RMB60 million Consolidated Credit Facility by Jiangsu Baiao from Bank of Nanjing

Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司) ("**Jiangsu Baiao**"), a wholly-owned subsidiary of the Company, intends to apply for a comprehensive credit line of RMB60 million from Bank of Nanjing (南京銀行). The Company agrees to provide joint and several liability guarantee for the loans incurred by Jiangsu Baiao within the above credit line, with the specific guarantee content subject to the duly signed guarantee documents.

b. Proposed Guarantees Involved in Credit Applications to Banks by Other Subsidiaries

The Company held the meeting of the Board on March 6, 2023 and considered and passed the resolution on "Proposal on the Company's Application for Bank Credit and Related Authorization", whereby the Group may apply for a consolidated credit line of not more than RMB500 million from the banks for the purpose of applying for the working capital loans, project fund loans, letters of credit, bank acceptances, packaged loans, letters of guarantee, factoring and other loans for each project and the financing business. The authorization is valid for one year (i.e. from March 6, 2023 to March 5, 2024) from the date of consideration and approval by the Board.

In order to meet the needs of other subsidiaries of the Company in applying for credit from banks and handling financing, the Company agreed to provide joint and several liability guarantee for the loans incurred by other subsidiaries of the Company within the above annual credit limit (including the credit limit that has already been incurred, with the cumulative total amount of not more than RMB500 million), with the specific guarantee content subject to the formally signed guarantee documents.

The Board has authorised the chairman of the Board to carry out issues, including signing legal documents, related to the above guarantees related issue within the scope of the above credit line.

Ordinary resolutions will be proposed at the EGM to consider and approve the above guarantees.

4. Proposal on Election of Executive Directors and Non-executive Directors

Given that the term of office of the Directors of the first session of the Board of the Company will expire on December 15, 2023, the Board has considered and approved the proposed election of members of the Board, as described below. Members of the first session of the Board shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the second session of the Board take office.

The second session of the Board shall comprise nine Directors, including three executive Directors, three non-executive Director and three independent non-executive Directors. The Board proposed to:

- (a) elect Dr. Shen Yuelei (沈月雷) as an executive Director of the second session of the Board;
- (b) elect Dr. Ni Jian (倪健) as an executive Director of the second session of the Board;
- (c) elect Dr. Zhang Haichao (張海超) as an executive Director of the second session of the Board;
- (d) elect Mr. Wei Yiliang (魏義良) as a non-executive Director of the second session of the Board;
- (e) elect Dr. Zhou Kexiang (周可祥) as a non-executive Director of the second session of the Board; and
- (f) elect Ms. Zhang Leidi (張蕾娣) as a non-executive Director of the second session of the Board.

The above executive Director and non-executive Director candidates are existing executive Directors and non-executive Directors, all of whom meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association. The terms of office of the executive Directors and non-executive Directors of the second session of the Board will be three years effective from the date of the expiration of the first session of the Board and upon the passing of the relevant resolutions at the EGM.

Following the approval of the resolutions in relation to the proposed election of executive Director and non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with each executive Director and non-executive Director. Pursuant to the service contracts to be respectively entered into between each of the executive Director and non-executive Director candidates and the Company, (i) Dr. Shen Yuelei, Dr. Ni Jian and Dr. Zhang Haichao as executive Directors will not receive any director's fee from the Company, and (ii) Mr. Wei Yiliang, Dr. Zhou Kexiang and Ms. Zhang Leidi as non-executive Directors will not receive any director's fee from the Company.

For biographical details of the proposed executive Directors and non-executive Directors, please refer to the "Appendix IX-A – Biography of Executive Director and Non-executive Director Candidates".

As of the Latest Practicable Date, the interests or short positions of the executive Directors and non-executive Directors candidates in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director/Supervisor/ Chief Executive	Class of Shares	Capacity	Number of Securities	Approximate Percentage of Shareholding in Relevant Class of Shares	Approximate Percentage of Shareholding in Total Share of the Company
Dr. Shen Yuelei ⁽¹⁾⁽²⁾ (" Dr. Shen ")	Domestic and Unlisted Shares	Beneficial owner	26,394,840	9.1%	6.6%
	Domestic and Unlisted Shares	Interest of spouse	29,004,840	10.0%	7.3%
	Domestic and Unlisted Shares	Interest in controlled corporations	37,840,860	13.1%	9.5%

Name of Director/Supervisor/ Chief Executive	Class of Shares	Capacity	Number of Securities	Approximate Percentage of Shareholding in Relevant Class of Shares	Approximate Percentage of Shareholding in Total Share of the Company
	H Shares	Interest in controlled corporations	16,854,300	15.2%	4.2%
Dr. Ni Jian ⁽³⁾ (" Dr. Ni ")	Domestic and Unlisted Shares	Beneficial owner	29,004,840	10.0%	7.3%
	Domestic and Unlisted Shares	Interest of spouse	64,235,700	22.3%	16.1%
	H Shares	Interest of spouse	16,854,300	15.2%	4.2%

Notes:

- (1) The calculation is based on the total number of issued Shares, 399,398,420 Shares, including 288,616,500 Domestic and Unlisted Shares and 110,781,920 H Shares, as at the Latest Practicable Date.
- (2) Dr. Shen is the sole general partner and the sole managing partner of Baiao Evergreen, Baiao Changsheng, Eucure Evergreen and Eucure Changsheng, which are employee shareholding platforms. Dr. Shen, therefore, is deemed to be interested in the 37,840,860 Domestic and Unlisted Shares and 16,854,300 H Shares held by these four limited partnerships. He also holds 26,394,840 Domestic and Unlisted Shares as beneficial owner.
- (3) Dr. Shen and Dr. Ni are spouses. Dr. Shen, therefore, is deemed to be interested in 29,004,840 Domestic and Unlisted Shares which Dr. Ni holds, and Dr. Ni is deemed to be interested in 64,235,700 Domestic and Unlisted Shares and 16,854,300 H Shares which Dr. Shen holds.

As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed herein and in "Appendix IX-A – Biography of Executive Director and Non-executive Director Candidates", none of the executive Director and non-executive Director candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the executive Director and non-executive Director candidates has any other relationships with any Directors, Supervisors, senior management or Substantial Shareholders of the Company. None of the executive Director and non-executive Director candidates is interested in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the executive Director and non-executive Director and non-executive Director shares that

need to be brought to the attention of the Shareholders. None of the executive Director and non-executive Director candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

The aforesaid resolutions were considered and approved by the Board on November 10, 2023 and ordinary resolutions are hereby proposed at the EGM for consideration and approval.

5. Proposal on Election of Independent Non-executive Directors

Given that the term of office of the Directors of the first session of the Board of the Company will expire on December 15, 2023, the Board has considered and approved the proposed election of members of the Board, as described below. Members of the first session of the Board shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the second session of the Board take office.

The second session of the Board shall comprise nine Directors, including three executive Directors, three non-executive Director and three independent non-executive Directors. The Board proposed to:

- (a) elect Mr. Hua Fengmao (華風茂) as an independent non-executive Director of the second session of the Board;
- (b) elect Dr. Yu Changyuan (喻長遠) as an independent non-executive Director of the second session of the Board; and
- (c) elect Ms. Liang Xiaoyan (梁曉燕) as an independent non-executive Director of the second session of the Board.

The above independent non-executive Director candidates are existing independent non-executive Directors, all of whom meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association. The terms of office of the independent non-executive Directors of the second session of the Board will be three years effective from the date of the expiration of the first session of the Board and upon the passing of the relevant resolutions at the EGM.

Following the approval of the resolution in relation to the proposed election of independent non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with each independent non-executive Director. Pursuant to the service contracts to be respectively entered into between each of the independent non-executive Director candidates and the Company, each of Mr. Hua Fengmao, Dr. Yu Changyuan and Ms. Liang Xiaoyan as independent non-executive directors will be entitled to a director's fee of RMB120,000 per annum before taxes. For details of remuneration of independent non-executive Director, please refer to the circular dated on May 3, 2023.

For biographical details of the proposed Directors, please refer to the "Appendix IX-B – Biography of Independent Non-executive Director Candidates".

As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed herein and in "Appendix IX-B – Biography of Independent Non-executive Director Candidates", none of the independent non-executive Director candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the independent non-executive Director candidates has any other relationships with any Directors, Supervisors, senior management or Substantial Shareholders of the Company. None of the independent non-executive Director candidates is interested in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the independent non-executive Director candidates, nor are there any matters that need to be brought to the attention of the Shareholders. None of the independent non-executive Director candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

In considering the proposed independent non-executive Director candidates, the nomination committee of the Company (the "Nomination Committee"), and the remuneration and evaluation committee of the Company (the "Remuneration and Evaluation Committee") have assessed and reviewed the independence of each of the independent non-executive Director candidates in accordance with the criteria on independence set out in Rule 3.13 of the Hong Kong Listing Rules and confirmed that all independent non-executive Director candidates has complied with the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules.

As further described in the biographical details of the proposed independent nonexecutive Directors as set out in "Appendix IX-B – Biography of Independent Non-executive Director Candidates" to this circular, they all possess strong and diverse educational backgrounds and have professional experience in their specialized sectors, particularly in-depth knowledge of investment banking, medicine, and accounting. The Nomination Committee has assessed the performance of the proposed independent non-executive Directors and considers that they can bring a wealth of personal perspectives, solid professional skills and experience to the Board. Accordingly, the Nomination Committee considers that the proposed independent non-executive Directors are capable of making diverse contributions to the Board and are capable of providing independent, fair and objective advice and judgments on the Company's affairs.

The aforesaid resolutions were considered and approved by the Board on November 10, 2023 and the ordinary resolutions are hereby proposed at the EGM for consideration and approval.

6. Proposal on Election of Non-employee Representative Supervisors

Given that the term of office of the Supervisors of the first session of the Supervisory Committee of the Company will expire on December 15, 2023, the Supervisory Committee has considered and approved the proposed election of members of the Supervisory Committee, as described below. Members of the first session of the Supervisory Committee shall continue to fulfil their respective responsibilities in accordance with the laws and regulations and the Articles of Association until the members of the second session of the Supervisory Committee take office.

The second session of the Supervisory Committee shall comprise two non-employee representative Supervisors and one employee representative Supervisors. The Supervisory Committee proposed to:

- (a) elect Ms. Li Yan as a non-employee representative Supervisor of the second session of the Supervisory Committee; and
- (b) elect Dr. Yao Jiawei as a non-employee representative Supervisor of the second session of the Supervisory Committee.

The employee representative Supervisor of the second session of the Supervisory Committee shall be elected democratically by the employee congress of the Company and is not subject to the Shareholders' approval.

The above non-employee representative Supervisor, candidates meet the qualification requirements for serving as non-employee representative Supervisors as stipulated in relevant laws, regulations and the Articles of Association.

Following the approval of the resolution in relation to the proposed election of non-employee representative Supervisors by the Shareholders at the EGM, the Company will enter into a service contract with each non-employee representative Supervisor. Pursuant to the service contracts to be respectively entered into between each of the non-employee representative Supervisor candidates and the Company, each of Ms. Li Yan and Dr. Yao Jiawei will not receive any supervisor's fee from the Company, respectively, as non-employee representative Supervisors of the Company.

For biographical details of the proposed Supervisors please refer to the "Appendix X – Biography of Non-employee Representative Supervisor Candidates".

As of the Latest Practicable Date and to the best knowledge of the Supervisory Committee, save as disclosed herein, none of the non-employee representative Supervisor candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the non-employee representative Supervisor candidates has any other relationships with any Directors, Supervisors, senior management or substantial Shareholders of the Company. None of the non-employee representative Supervisor candidates is interested in any shares of the Company or its associated corporations within the meaning

of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the non-employee representative Supervisor candidates, nor are there any matters that need to be brought to the attention of the Shareholders of the Company. None of the non-employee representative Supervisor candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

The aforesaid resolutions were considered and approved by the Supervisory Committee on November 9, 2023 and ordinary resolutions are hereby proposed at the EGM for consideration and approval.

III. THE EGM AND THE CLASS MEETINGS

The EGM and Class Meetings will be held with the combination of a physical meeting at Conference Room, 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online on Tuesday, December 12, 2023 at 10:00 a.m., and the Class Meeting of H Shareholders and the Class Meeting of Domestic and Unlisted Shareholders will be held immediately after the conclusion of the EGM and immediately after the conclusion of the Class Meeting of H Shareholders, respectively, on Tuesday, December 12, 2023. Notice convening the EGM and Notices of the Class Meetings are set out in pages N-I-1 to N-III-3 of this circular and are available on the websites of the Stock Exchange (http://www.hkexnews.hk) and of the Company (https://www.biocytogen.com.cn).

IV. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the EGM and Class Meetings, the register of members of the Company will be closed from Thursday, December 7, 2023 to Tuesday, December 12, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), for registration not later than 4:30 p.m. on Wednesday, December 6, 2023.

V. PROXY ARRANGEMENT

The form of proxy of each of the EGM and the Class Meetings are enclosed.

If you intend to appoint a proxy to attend the EGM and/or the Class Meetings, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance

Centre, 16 Harcourt Road, Hong Kong; and for Domestic and Unlisted Shareholders, the form of proxy should be returned to the Company's registered office in the PRC at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC by personal delivery or by post, or via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letters sent by the Company (for all Shareholders), not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Monday, December 11, 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and/or the Class Meetings or at any other adjourned meeting should you so wish and in such event the forms of proxy shall be deemed to be revoked.

VI. VOTING BY POLL

Any vote of Shareholders at the EGM and the Class Meetings must be taken by poll except where the chairman of each of the EGM and the Class Meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM and the Class Meetings will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM and the Class Meetings.

VII. RECOMMENDATIONS

The Board considers that all the resolutions proposed at the EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic and Unlisted Shareholders are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully, Biocytogen Pharmaceuticals (Beijing) Co., Ltd. Shen Yuelei Chairman of the Board, Chief Executive Officer and Executive Director

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

Comparison Table of Amendments to the Existing Articles of Association

No.	Original Articles	Revised Articles
2.	Article 2 The Company is a company limited by shares established in accordance with the <i>Company Law Special Regulations</i> and other national laws and regulations and regulatory documents.	Article 2 The Company is a company limited by shares established in accordance with the <i>Company Law-Special Regulations</i> and other national laws and regulations and regulatory documents.
	The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.	The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.
	The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingchen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shijiuhao Equity Investment Fund Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), State Biofortune Medical Investment Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), PICC Beijing Health Care Fund, L.P., Beijing Yuanqing Bencao Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Center (Limited Partnership), CMB International Capital Management (Shenzhen) Co., Ltd. SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Yiwu Shenyuan Investment Management Partnership (Limited Partnership), Nanjing Wed	The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingehen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shiijuhao Equity Investment Fund Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healtheare Equity Investment Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), PICC Beijing Health Care Fund, L.P., Beijing Yuanqing Bencao Equity Investment Fund Partnership (L.P.), Beijing Eucure Evergreen Technology Development Co., Ltd., SIP ORIZA SEED FUND H VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zhuhai Growth Win Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Yiwu Shenyuan Investment Management Partnership (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Lim
	Capital Partnership (Limited Partnership), Astral Eminent Limited, BioVeda China Fund II RMB, Limited and COWIN CHINA GROWTH FUND I, L.P	Limited and COWIN CHINA GROWTH FUND I, L.P

No.	Original Articles	Revised Articles
No. 3. 4.	Original Articles Article 4 The address of the Company is 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Zhongguancun Technology Park, Daxing District, Beijing, PRC. Postal code is 102609. Telephone number is 010-56967666 and facsimile number is 010-56967666-8067. Article 5 Immediately before the issuance of H shares, the registered capital of the Company amounts to RMB374,929,920. Upon the completion of the public issuance of overseas listed foreign shares, and assuming the over-allotment option is not exercised, the registered capital of the Company shall be RMB396,688,420. Assuming the over- allotment option is exercised in full, the registered capital of the Company shall be RMB399,951,920.	Revised ArticlesArticle 4 The address of the Company is 12Baoshen South Street, Daxing Bio-MedicineIndustry Park, Zhongguancun TechnologyPark, Daxing District, Beijing, PRC. Postalcode is 102609. Telephone number is 010-56967666 and faesimile number is 010-56967666-8067.Article 5 Immediately before the issuance ofH shares, the registered capital of theCompany amounts to RMB374,929,920. OnDecember 22, 2021, the Company, with theapproval from the China SecuritiesRegulatory Commission (the "CSRC"),conducted its initial public offering (the"IPO") of 24,468,500 overseas listed foreignshares (including 2,710,000 shares issuedthrough the exercise of over-allotmentoption). On July 11, 2022, the Company wasgranted approval by the CSRC to convert86,313,420 domestically unlisted shares intooverseas listed shares. Subsequently, theCompany was officially listed on the HongKong Stock Exchange on September 1,2022. Upon the completion of the publicissuance of overseas listed foreign shares, andassuming the over-allotment option is notexercised, the registered capital of theCompany shall be RMB396,688,420.Assuming the over-allotment option is
		exercised in full, the registered capital of the Company shall be RMB <u>399,398,420</u> 399,951,920.
5.	Article 8 The capital of the Company shall be divided into equal shares. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts with all of its assets. The Company may invest in other limited liability companies and joint stock limited companies, and shall be liable to its invested company to the extent of its capital contribution. Subject to the laws and regulations, the Company shall not have any joint liability for any debts of the investee in its capacity as a capital contributor.	Article 8 The capital of the Company shall be divided into equal shares. Shareholders shall be liable to the Company to the extent of the shares subscribed. The Company shall be liable for its debts with all of its assets. The Company may invest in other limited liability eompanies and joint stock limited companies, and shall be liable to its invested company to the extent of its capital contribution. Subject to the laws and regulations, the Company shall not have any joint liability for any debts of the investee in its capacity as a capital contributor.

No.	Original Articles	Revised Articles
6.	Article 9 These articles of association, being	Article 9 These articles of association, being
	the code of conduct of the Company, were	the code of conduct of the Company, were
	passed by a special resolution in the	passed by a special resolution in the
	shareholders' general meeting of the	shareholders' general meeting of the
	Company, and shall become effective from	Company, and shall become effective from the
	the date of listing and trading of the	date of listing and trading of the Company's
	Company's overseas listed foreign shares on	overseas listed foreign shares on The Stock
	The Stock Exchange of Hong Kong Limited	Exchange of Hong Kong Limited (the "Hong
	(the "Hong Kong Stock Exchange"). The	Kong Stock Exchange"). The existing articles
	existing articles of association of the	of association of the Company and the
	Company and the amendments thereto shall	amendments thereto shall be null and void
	be null and void automatically. From the	automatically. From the date of these articles
	date of these articles of association becoming	of association becoming effective, these
	effective, these articles of association	articles of association constitute a legally
	constitute a legally binding document	binding document regulating the organization
	regulating the organization and activities of the Company, and the rights and obligations	and activities of the Company, and the rights and obligations between the Company and its
	between the Company and its shareholder and	shareholder and among its shareholders, and
	among its shareholders, and shall be legally	shall be legally binding upon the Company, its
	binding upon the Company, its shareholders,	shareholders, directors, supervisors and senior
	directors, supervisors and senior management.	management.
	directors, supervisors and senior management.	indiagement.
	In accordance with these articles of association, shareholders may sue shareholders, the directors, supervisors, the general manager and senior management of the Company and the Company and the Company may sue its shareholders, directors, supervisors, the general manager and other senior management.	In accordance with these articles of association, shareholders may sue shareholders, the directors, supervisors, the general manager and senior management of the Company and the Company and the Company may sue its shareholders, directors, supervisors, the general manager and other senior management.
	For the purposes of the preceding	For the purposes of the preceding paragraph, the term "sue" shall include the institution of
	paragraph, the term "sue" shall include the institution of proceedings in a court or the	proceedings in a court or the application to an
	application to an arbitration institution for	arbitration institution for arbitration.
	arbitration.	a officiation institution for aroutation.
7.		(newly added)
		Article 11 The Company shall establish Communist Party organizations and conduct Party activities pursuant to the regulations of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the Party organizations.

No.	Original Articles	Revised Articles
8.	CHAPTER 3 SHARES	CHAPTER 3 SHARES
	SECTION 1 ISSUANCE OF SHARES	SECTION 1 ISSUANCE OF SHARES
	Article 13 The shares of the Company shall be	Article 14 The shares of the Company shall be
	presented by share certificates. The Company	presented by share certificates. The Company
	shall have ordinary shares at all times. The	shall have ordinary shares at all times. The
	Company may create other classes of shares	Company may create other classes of shares as
	as required subject to approval of the	required subject to approval of the competent
	competent authorities under the State	authorities under the State Council.
	Council.	
9.	Article 15 All shares issued by the Company	Article 17 All shares issued by the Company
	shall each have a par value of RMB1.00.	are <u>denominated in Chinese Yuan-shall each</u>
		have a par value of RMB1.00.
10.	Article 16 The Company may offer shares	Article 16 The Company may offer shares to
	to domestic investors and foreign investors	domestic investors and foreign investors
	subject to approval by the securities	subject to approval by the securities
	regulatory authority of the State Council.	regulatory authority of the State Council.
	For the numbers of the proceeding	For the suspense of the suspending suspense
	For the purposes of the preceding	For the purposes of the preceding paragraph, the term "foreign investors" shall refer to
	paragraph, the term "foreign investors"	0
	shall refer to investors from foreign	investors from foreign countries, Hong Kong, Macau or Taiwan of China who subscribe for
	countries, Hong Kong, Macau or Taiwan of	
	China who subscribe for shares issued by	shares issued by the Company, and the term "domestic investors" shall refer to investors
	the Company, and the term "domestic investors" shall refer to investors inside	
		inside China, excluding the above-mentioned
	China, excluding the above-mentioned	regions, who subscribe for shares issued by
	regions, who subscribe for shares issued by	the Company.
	the Company.	To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
11.	Article 17 Shares issued by the Company to	Article 17 Shares issued by the Company to
	domestic investors and other qualified	domestic investors and other qualified
	investors which are to be subscribed for in	investors which are to be subscribed for in
	Renminbi are referred to as "domestic shares".	Renminbi are referred to as "domestic shares".
	Shares issued by the Company to foreign	Shares issued by the Company to foreign
	investors to be subscribed for in foreign	investors to be subscribed for in foreign
	currencies are referred to as "foreign shares".	currencies are referred to as "foreign shares".
	Foreign shares listed outside China are	Foreign shares listed outside China are
	referred to as "overseas listed foreign shares".	referred to as "overseas listed foreign shares".
	Overseas listed foreign shares which are listed	Overseas listed foreign shares which are listed
	on the Hong Kong Stock Exchange are	on the Hong Kong Stock Exchange are
	referred to as H shares. H shares are shares	referred to as H shares. H shares are shares
	which have been admitted for listing on the	which have been admitted for listing on the
	Hong Kong Stock Exchange denominated in	Hong Kong Stock Exchange denominated in
	RMB and are subscribed and traded in Hong	RMB and are subscribed and traded in Hong
	Kong dollars. Domestic shares can be	Kong dollars. Domestic shares can be
	converted into H shares subject to the	converted into H shares subject to the
	approval of the State Council or its authorized	approval of the State Council or its authorized
	bodies and the acceptance of the Hong Kong	bodies and the acceptance of the Hong Kong
	Stock Exchange.	Stock Exchange.
	Foreign currencies referred to in the preceding	Foreign currencies referred to in the preceding
	paragraph mean the lawful currencies (other	paragraph mean the lawful currencies (other
	than Renminbi) of other countries that are	than Renminbi) of other countries that are
	recognized by the foreign exchange authority	recognized by the foreign exchange authority
	of China and for the payment for the shares	of China and for the payment for the shares
	subscribed.	subscribed.
	A holder of domestic shares and a holder of	A holder of domestic shares and a holder of
	foreign shares are both holders of ordinary	foreign shares are both holders of ordinary
	shares and shall have the same rights and	shares and shall have the same rights and
	obligations.	obligations.
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
12.	Article 19 After completion of the issuance	Article 18 After completion of the issuance of
	of overseas listed foreign shares of the	overseas listed foreign shares of the Company,
	Company, and assuming the over-allotment	and assuming the over-allotment option is
	option is exercised in full, the registered	exercised in full, the registered capital of the
	capital of the Company shall be	Company shall be RMB399,951,920 and the
	RMB399,951,920 and the total number of	total number of shares shall be 399,951,920,
	shares shall be 399,951,920 , including	including 283,950,900 domestic shares,
	283,950,900 domestic shares, representing	representing 71.0% of the total share capital of
	71.0% of the total share capital of the	the Company; 4,665,600 unlisted foreign
	Company; 4,665,600 unlisted foreign	shares, representing 1.2% of the total share
	shares, representing 1.2% of the total share	capital of the Company; and the total number
	capital of the Company; and the total	of H shares is 111,335,420, representing
	number of H shares is 111,335,420,	27.8% of the total share capital of the
	representing 27.8% of the total share	Company. Assuming the over-allotment option
	capital of the Company. Assuming the over-	is not exercise, the registered capital of the
	allotment option is not exercise, the	Company shall be RMB396,688,420 and the
	registered capital of the Company shall be	total number of shares shall be 396,688,420,
	RMB396,688,420 and the total number of	including 283,950,900 domestic shares,
	shares shall be 396,688,420, including	representing 71.6% of the total share capital of
	283,950,900 domestic shares, representing	the Company; 4,665,600 unlisted foreign
	71.6% of the total share capital of the	shares, representing 1.2% of the total share
	Company; 4,665,600 unlisted foreign	capital of the Company; and the total number
	shares, representing 1.2% of the total share	of H shares is 108,071,920, representing
	capital of the Company; and the total	27.2% of the total share capital of the
	number of H shares is 108,071,920,	Company. The Company has a total of
	representing 27.2% of the total share	<u>399,398,420</u> shares, all of which are ordinary
	capital of the Company. All the shares are	shares.
	ordinary shares.	
13.	Article 20 The board of directors may	Article 20 The board of directors may arrange
	arrange for the Company to issue overseas	for the Company to issue overseas listed
	listed foreign shares and domestic shares	foreign shares and domestic shares separately,
	separately, subject to the approval of the	subject to the approval of the securities
	securities regulatory authorities of the State	regulatory authorities of the State Council.
	Council.	
		If the Company issues overseas listed foreign
	If the Company issues overseas listed	shares and domestic shares separately in
	foreign shares and domestic shares	accordance with the preceding paragraph, the
	separately in accordance with the preceding	issuance of such shares shall be completed
	paragraph, the issuance of such shares shall	within 15 months from the date of approval by
	be completed within 15 months from the	the securities regulatory authorities of the
	date of approval by the securities	State Council.
	regulatory authorities of the State Council.	To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
14.	Article 21 The Company shall issue all overseas listed foreign shares and domestic shares respectively at one time in accordance with the total number of shares under the issuance plan. If any issue is not fully subscribed, the Company may issue the shares in several tranches, subject to the approval of the securities regulatory authorities of the State Council.	Article 21 The Company shall issue all overseas listed foreign shares and domestic shares respectively at one time in accordance with the total number of shares under the issuance plan. If any issue is not fully subscribed, the Company may issue the shares in several tranches, subject to the approval of the securities regulatory authorities of the State Council.
		To be deleted, with article numbers to be adjusted accordingly
15.		(newly added)
		Article 19 The Company and its subsidiaries (including affiliates) may not provide any form of support, including gift, advance payment, loan guarantee, compensation or loan, to individuals who are purchasing or intending to purchase the Company shares.
16.	SECTION 2 INCREASE, DECREASE AND REPURCHASE OF SHARES	SECTION 2 INCREASE, DECREASE AND REPURCHASE OF SHARES
	Article 22 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:	Article 20 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:
	(I) the public offering of shares;	(I) the public offering of shares;
	(II) the private offering of shares;	(II) the private offering of shares;
	(III) the placement of new shares to existing shareholders;	(III) the placement of new shares to existing shareholders;
	(IV) the issue of new shares to existing shareholders;	(III) the issue of bonus shares new shares to existing shareholders;
	(V) the capitalization of capital reserve;	(IV) the capitalization of capital reserve;
	(VI) other methods permitted by laws and regulations as well as competent authorities.	(V) other methods permitted by laws and regulations as well as competent authorities.
	The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.	The Company is prohibited from issuing preferred shares that are convertible into ordinary shares. The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.

No.	Original Articles	Revised Articles
17.	Article 23 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.	Article 21 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.
18.	Article24Underthefollowingcircumstances, the Company may purchaseits shares in accordance with the laws,regulations, provisions of the Hong KongStockExchange and these articles ofassociation:(I) to reduce the registered capital of theCompany;	Article 22 Under the following circumstances, the Company may purchase its shares in accordance with the laws, regulations, provisions of the Hong Kong Stock Exchange and these Articles of Association. <u>The</u> <u>Company may not repurchase its shares</u> <u>except in the following circumstances:</u> (I) to reduce the registered capital of the Company;
	(II) to merge with other companies which hold the shares of the Company;(III) to use the shares for an employee stock ownership plan or as an equity incentive;	(II) to merge with other companies which hold the shares of the Company;(III) to use the shares for an employee stock
	 (IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting; (V) to use the shares in the conversion of the 	(IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting;
	convertible corporate bonds issued by the Company; (VI) where it is necessary for preserving the value of the Company and the interest of	(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;(VI) where it is necessary for preserving the
	shareholders; (VII) other circumstances permitted by the laws and regulations and the regulatory rules of the place where the shares of the Company	value of the Company and the interest of shareholders; (VII) other circumstances permitted by the laws and regulations and the regulatory rules
	are listed. Otherwise, the Company may not purchase its own shares.	of the place where the shares of the Company are listed. Otherwise, the Company may not purchase its
19.		own shares. (newly added)
17.		Article 23 The Company may repurchase its shares through a centralized trading process that is open to the public or other legally acceptable methods recognized by the securities regulator in the place where the shares of the Company are listed.
		If the Company intends to repurchase its shares as stipulated in the paragraphs (III), (V) and (VI), Article 22 of these Articles of Association, it shall do so through an open centralized trading process. Otherwise, the Company may not purchase its own shares.

No.	Original Articles	Revised Articles
20.	Article 25 The Company may purchase its own shares by the methods permitted by the laws and regulations.	Article 25 The Company may purchase its own shares by the methods permitted by the laws and regulations.
		To be deleted, with article numbers to be adjusted accordingly
21.	Article 26 The Company purchasing its own shares under any of the circumstances set forth in sub-paragraph (I) and (II) of the first paragraph of article 24 shall be subject to a resolution of a shareholders' general meeting; and the Company, in purchasing its own shares under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of article 24 , shall, pursuant to these articles of association or the authorization of a shareholders' general meeting, be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present.	Article 24 The Company purchasing its own shares under any of the circumstances set forth in sub-paragraph (I) and (II) of the first paragraph of <u>Article 22</u> -article 24 shall be subject to a resolution of a shareholders' general meeting; and the Company, in purchasing its own shares under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of <u>Article 22</u> -article 24, shall, pursuant to these articles of association or the authorization of a shareholders' general meeting, be subject to a resolution of a meeting of the board of directors at which more than two-thirds of directors are present.
	The shares purchased by the Company in accordance with the first paragraph of article 24 shall , under the circumstance set forth in sub-paragraph (I), be canceled within ten days after the purchase; while under the circumstances set forth in sub-paragraph (II) or (IV), be disposed of or canceled within six months; and while under the circumstances set forth in sub-paragraph (III), (V) or (VI), aggregately not exceed 10% of the Company's total shares in issue, shall be disposed of or canceled within three years.	The shares purchased by the Company in accordance with the first paragraph of <u>Article 22</u> —article 24 shall, under the circumstance set forth in sub-paragraph (I), be canceled within ten days after the purchase; while under the circumstances set forth in sub-paragraph (II) or (IV), be disposed of or canceled within six months; and while under the circumstances set forth in sub-paragraph (III), (V) or (VI), aggregately not exceed 10% of the Company's total shares in issue shall be disposed of or canceled within three years.
	The Company purchasing its own shares shall perform its legal obligation of information disclosure.	The Company purchasing its own shares shall perform its legal obligation of information disclosure.
22.	Article 27 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities:	Article 27 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities:
	(I) making a repurchase offer to all shareholders in proportion to their respective shareholdings;	(I) making a repurchase offer to all shareholders in proportion to their respective shareholdings;
	(II) repurchasing through public trading on a stock exchange;	(II) repurchasing through public trading on a stock exchange;
	(III) repurchasing by over-the-counter agreements;	(III) repurchasing by over-the-counter agreements;
	(IV) other methods as permitted by the laws and regulations and the competent	(IV) other methods as permitted by the laws and regulations and the competent authorities.
	authorities.	To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
23.	Article 28 Where the Company repurchases	Article 28 Where the Company repurchases its
	its shares by over-the-counter agreements,	shares by over-the-counter agreements, it shall
	it shall seek prior approval of the	seek prior approval of the shareholders at a
	shareholders at a shareholders' general	shareholders' general meeting in accordance
	meeting in accordance with these articles of	with these articles of association. The
	association. The Company may terminate	Company may terminate or revise a contract
	or revise a contract so entered or waive any	so entered or waive any of its rights
	of its rights thereunder with the same	thereunder with the same approval by
	approval by shareholders at a shareholders'	shareholders at a shareholders' general
	general meeting.	meeting.
	A contract for the repurchase of shares as	A contract for the repurchase of shares as
	referred to in the preceding paragraph	referred to in the preceding paragraph includes
	includes (without limitation) an agreement	(without limitation) an agreement to assume
	to assume the obligation to repurchase	the obligation to repurchase shares and an
	shares and an agreement to have the right	agreement to have the right to repurchase
	to repurchase shares.	shares.
	•	
	The Company shall not assign a contract	The Company shall not assign a contract for
	for the repurchase of its shares or any of its	the repurchase of its shares or any of its rights
	rights thereunder.	thereunder.
	The shares to be repurchased by the	The shares to be repurchased by the Company
	Company shall be subject to a maximum	shall be subject to a maximum price if the
	price if the shares are not repurchased	shares are not repurchased through the market
	through the market or by tender. If the	or by tender. If the shares are repurchased by
	shares are repurchased by tender, the	tender, the tender shall be available to all
	tender shall be available to all shareholders	shareholders alike.
	alike.	shureholdels ulike.
	anke.	To be deleted, with article numbers to be
		adjusted accordingly
24.	Article 29 Shares legally repurchased by the	Article 29 Shares legally repurchased by the
2 -.	Company shall be cancelled within the period	Company shall be cancelled within the period
	prescribed by the laws and regulations, and	prescribed by the laws and regulations, and
		shall apply to the original company
	registration authority for registration of the	registration authority for registration of the
	change of its registered share capital.	change of its registered share capital.
	The maintained share a field of the O	The maintenal share a little field of
	The registered share capital of the Company	The registered share capital of the Company
	shall be reduced by the aggregate nominal	shall be reduced by the aggregate nominal
	value of those cancelled shares.	value of those cancelled shares.
		To be delated with outide numbers to be
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
25.	Article 30 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its shares in issue:	Article 30 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its shares in issue:
	(I) where the Company repurchases its shares at nominal value, the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose;	(I) where the Company repurchases its shares at nominal value, the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose;
	(II) where the Company repurchases its shares at a premium, an amount equivalent to the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose. Payment of the portion in excess of the nominal value shall be effected as follows:	(II) where the Company repurchases its shares at a premium, an amount equivalent to the total nominal value shall be deducted from the balance of the distributable profits of the Company or out of the proceeds of a fresh share issue made for that purpose. Payment of the portion in excess of the nominal value shall be effected as follows:
	1. where the shares repurchased are issued at nominal value, payment shall be made out of the balance of the distributable profits of the Company;	1. where the shares repurchased are issued at nominal value, payment shall be made out of the balance of the distributable profits of the Company;
	2. where the shares repurchased are issued at a premium, payment shall be made out of the balance of the distributable profits of the Company or the proceeds of a fresh share issue made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the premium account (or capital reserve account) of the Company (including the premiums from the fresh issue);	2. where the shares repurchased are issued at a premium, payment shall be made out of the balance of the distributable profits of the Company or the proceeds of a fresh share issue made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the premium account (or capital reserve account) of the Company (including the premiums from the fresh issue);
	(III) payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company:	(III) payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company:
	1. acquisition of rights to repurchase shares;	 acquisition of rights to repurchase shares; modification of any share repurchase contract;
	2. modification of any share repurchase contract;	3. release of any obligation under any share repurchase contract.
	3. release of any obligation under any share repurchase contract.	

No.	Original Articles	Revised Articles
1100	(IV) after the registered capital of the	(IV) after the registered capital of the
	Company has been reduced by the total	Company has been reduced by the total
	nominal value of the cancelled shares in	nominal value of the cancelled shares in
	accordance with the relevant provisions, the	accordance with the relevant provisions, the
	amount deducted from the distributable	amount deducted from the distributable profits
	profits of the Company for repurchasing	of the Company for repurchasing part of the
	part of the nominal value of the shares shall	nominal value of the shares shall be
	be transferred to the premium account (or	transferred to the premium account (or capital
	capital reserve account) of the Company.	reserve account) of the Company. Where the
	Where the laws, regulations and other	laws, regulations and other regulatory
	regulatory documents, relevant	documents, relevant requirements of the
	requirements of the securities regulatory	securities regulatory authorities and stock
	authorities and stock exchanges in the place	exchanges in the place where the shares of the
	where the shares of the Company are listed	Company are listed have any other provisions
	have any other provisions in respect of the	in respect of the financial arrangement related
	financial arrangement related to the	to the aforesaid share repurchase, such
	aforesaid share repurchase, such provisions	provisions shall prevail.
	shall prevail.	
		To be deleted, with article numbers to be
		adjusted accordingly
26.	SECTION 3 TRANSFER OF SHARES	SECTION 3 TRANSFER OF SHARES
	Article 31 Subject to the laws and	Article 25 The Company's shares are
	regulations and relevant requirements of	transferable in accordance with the law.
	the securities regulatory authorities and	Subject to the laws and regulations and
	stock exchange where the shares of the	relevant requirements of the securities
	Company are listed, the shares of the	regulatory authorities and stock exchange
	Company may be transferred free of any	where the shares of the Company are listed,
	lien.	the shares of the Company may be transferred
		free of any lien.
	The transfer of H Shares shall be registered	
	with the Hong Kong share registrar designated	The transfer of H Shares shall be registered
	by the Company.	with the Hong Kong share registrar designated
		by the Company.

No.	Original Articles	Revised Articles
27.	Article 33 Shares held by promoters shall not	Article 27 Shares held by promoters shall not
27.	be transferred within one year from the	be transferred within one year from the
	establishment of the Company.	establishment of the Company. Shares
	establishment of the Company.	already issued before the Company's IPO
	Directory and the conjugat	
	Directors, supervisors and the senior	may not be transferred within one year
	management of the Company shall declare to	from the date when the Company's shares
	the Company their shareholdings in the	are listed on a stock exchange.
	Company and any changes in such	
	shareholdings. During their terms of office,	Directors, supervisors and the senior
	they may transfer no more than 25% of the	management of the Company shall declare to
	total number of shares they hold in the	the Company their shareholdings in the
	Company each year. They shall not transfer	Company and any changes in such
	the shares they hold within one year from the	shareholdings. During their terms of office,
	date of the listing of the Company on a stock	they may transfer no more than 25% of the
	exchange, nor within half a year after they	total number of shares they hold in the
	have left their positions in the Company.	Company each year. They shall not transfer
		the shares they hold within one year from the
	Where the regulations of the securities	date of the listing of the Company on a stock
	regulatory authority in the place where the	exchange, nor within half a year after they
	shares of the Company are listed have any	have left their positions in the Company.
	other provisions in respect of the restrictions	
	on transfers of overseas listed shares, such	Where the regulations of the securities
	provisions shall prevail.	regulatory authority in the place where the
		shares of the Company are listed have any
		other provisions in respect of the restrictions
		on transfers of overseas listed shares, such
		provisions shall prevail.
28.	Article 34 All paid-up H Shares are freely	Article 34 All paid-up H Shares are freely
	transferable pursuant to these articles of	transferable pursuant to these articles of
	association. However, the board of directors	association. However, the board of directors
	may refuse to recognize any instrument of	may refuse to recognize any instrument of
	transfer without any explanation, unless	transfer without any explanation, unless such
	such transfer complies with the following	transfer complies with the following
	requirements:	requirements:
	requirements.	requirements.
	(I) all transfer documents and other	(I) all transfer documents and other documents
	documents relating to or affecting the title	relating to or affecting the title of any H
	of any H Shares are required to be	Shares are required to be registered, with
	registered, with registration fees paid to the	registration fees paid to the Company
	Company prescribed by the Hong Kong	prescribed by the Hong Kong Listing Rules
	Listing Rules subject to a maximum	subject to a maximum prescribed by the Hong
	prescribed by the Hong Kong Listing Rules	Kong Listing Rules from time to time;
	from time to time;	

No.	Original Articles	Revised Articles
	(II) the instrument of transfer involves only H Shares;	(II) the instrument of transfer involves only H Shares;
	(III) the stamp duty payable on the instrument of transfer has been duly paid;	(III) the stamp duty payable on the instrument of transfer has been duly paid;
	(IV) the relevant share certificate(s) and any other evidence reasonably required by the board of directors showing that the transferor has the right to transfer the shares shall be provided;	(IV) the relevant share certificate(s) and any other evidence reasonably required by the board of directors showing that the transferor has the right to transfer the shares shall be provided;
	(V) where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four;	(V) where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not be more than four;
	(VI) the shares are free of any lien of the Company.	(VI) the shares are free of any lien of the Company.
	If the board of directors refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal within 2 months from the date of application for such transfer.	If the board of directors refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal within 2 months from the date of application for such transfer.
		To be deleted, with article numbers to be adjusted accordingly
29.	Article 35 Transfer of overseas listed foreign shares listed in Hong Kong shall be executed with a written transfer instrument in a general or common form or any other form accepted by the board of directors (including the standard transfer instrument or transfer forms as prescribed by the Hong Kong Stock Exchange from time to time). The transfer instrument may only be signed by hand or affixed with the seal of a company (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house ("Recognized Clearing House") or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.	Article 35 Transfer of overseas listed foreign shares listed in Hong Kong shall be executed with a written transfer instrument in a general or common form or any other form accepted by the board of directors (including the standard transfer instrument or transfer forms as prescribed by the Hong Kong Stock Exchange from time to time). The transfer instrument may only be signed by hand or affixed with the seal of a company (if the transferor or transferee is a recognized elearing house ("Recognized Clearing House") or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
30.		
30.		(newly added) Article 28 Directors, supervisors, senior management and shareholders holding more than 5% of the Company's shares shall surrender to the Company's board of directors any proceeds from sale of Company shares or other equity-related securities within six months of purchase or from repurchase of Company shares within six months of sale. However, this provision does not apply to securities firms that hold more than 5% of Company shares following acquisition of remaining shares after sales under an underwriting contract or other situations prescribed by the CSRC. Where the listing rules of the stock exchange where the Company's shares are listed have any other provisions in respect of the restrictions on the transfer of H shares,
		such provisions shall prevail.The shares or other equity-related securities held by directors, supervisors, senior management and individual shareholders as referred to in the preceding paragraph shall include the shares or other equity-related securities held by their spouses, parents and children as well as those held under other individuals' accounts.
		In the event that the board of directors fails to comply with the provisions of the first paragraph of this Article, shareholders may request the board of directors to rectify within 30 days.
		Should the board of directors fails to rectify its noncompliance within the specified period, shareholders shall be entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.
		Directors who fail to comply with the provisions of the first paragraph of this Article shall bear joint and several liability in accordance with the law.

No.	Original Articles	Revised Articles
31.	SECTION 4 SHARE CERTIFICATES AND	SECTION 4 SHARE CERTIFICATES AND
	REGISTER OF SHAREHOLDERS	REGISTER OF SHAREHOLDERS
	Article 36 The share certificates of the	Article 36 The share certificates of the
	Company shall be in registered form. In	Company shall be in registered form. In
	addition to those required by the Company	addition to those required by the Company
	Law, the share certificates of the Company	Law, the share certificates of the Company
	shall contain other information required by	shall contain other information required by the
	the stock exchange on which the shares of	stock exchange on which the shares of the
	the Company are listed.	Company are listed.
	The Company may issue foreign shares in	The Company may issue foreign shares in the
	the form of foreign depository receipts or	form of foreign depository receipts or other
	other derivatives in accordance with the	derivatives in accordance with the laws and
	laws and practices of registration and	practices of registration and deposit of
	deposit of securities in the place of its	securities in the place of its listing. Where the
	listing.	share capital of the Company includes shares
	noting.	which do not carry voting rights, the
	Where the share capital of the Company	designation of such shares must include the
	includes shares which do not carry voting	words "no voting rights".
	rights, the designation of such shares must	words no voting rights .
	include the words "no voting rights".	Where the share capital includes shares with
	Where the share capital includes shares	different voting rights, the designation of each
	with different voting rights, the designation	elass of shares, other than those with the most
	of each class of shares, other than those	privileged voting rights, must include the
	with the most privileged voting rights, must	words "restricted voting rights" or "limited
	include the words "restricted voting rights"	voting rights".
	or "limited voting rights".	voting rights .
		To be deleted, with article numbers to be
		adjusted accordingly
32.	Article 37 When the H shares are listed on	Article 37 When the H shares are listed on the
	the Hong Kong Stock Exchange, the	Hong Kong Stock Exchange, the Company
	Company shall ensure that all of the listing	shall ensure that all of the listing documents
	documents relating to the securities listed	relating to the securities listed on the Hong
	on the Hong Kong Stock Exchange contain	Kong Stock Exchange contain the following
	the following statements, and shall instruct	statements, and shall instruct and procure the
	and procure the share registrars not to	share registrars not to register any
	register any subscription, purchase or	subscription, purchase or transfer of share in
	transfer of share in the name of any	the name of any individual holder unless and
	individual holder unless and until he/she	until he/she submits such properly executed
	submits such properly executed forms to	forms to the share registrars, which shall
	the share registrars, which shall include the	include the following statements:
	following statements:	
	0	

No.	Original Articles	Revised Articles
	(I) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, Special Regulations, the laws and regulations and these articles of association;	(I) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, Special Regulations, the laws and regulations and these articles of association;
	(II) the share purchaser agrees with the Company and each shareholder, director, supervisor, general manager and senior management member of the Company, and the Company, acting for itself and for each director, supervisor, general manager and senior management member, agrees with each shareholder to refer all disputes and claims arising from these articles of association or any rights or obligations conferred or imposed by the Company Law or other laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitral award shall be final and conclusive;	(II) the share purchaser agrees with the Company and each shareholder, director, supervisor, general manager and senior management member of the Company, and the Company, acting for itself and for each director, supervisor, general manager and senior management member, agrees with each shareholder to refer all disputes and claims arising from these articles of association or any rights or obligations conferred or imposed by the Company Law or other laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitral award shall be final and conclusive;
	(III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;	(III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;
	(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in these articles of association.	(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in these articles of association.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
33.	Article 38 The share certificates shall be	Article 38 The share certificates shall be
	signed by the legal representative of the	signed by the legal representative of the
	Company. If the signatures of senior	Company. If the signatures of senior
	management members of the Company are	management members of the Company are
	required by the stock exchange on which	required by the stock exchange on which
	Company shares are listed, the share	Company shares are listed, the share
	certificates shall also be signed by such	certificates shall also be signed by such senior
	senior management members. The share	management members. The share certificates
	certificates shall become effective after the	shall become effective after the seal of the
	seal of the Company is affixed thereto or	Company is affixed thereto or printed thereon.
	printed thereon. The affixing of the seal of	The affixing of the seal of the Company on the
	the Company on the share certificates shall	share certificates shall require the
	require the authorization of the board of	authorization of the board of directors. The
	directors. The signature of the legal	signature of the legal representative or other
	representative or other senior management	senior management members on the share
	members on the share certificates may also	certificates may also be in printed form. If the
	be in printed form. If the shares of the	shares of the Company are issued and traded
	Company are issued and traded in	in paperless form, the regulations of the
	paperless form, the regulations of the	securities regulatory authorities or stock
	securities regulatory authorities or stock	exchange(s) of the place where the shares of
	exchange(s) of the place where the shares of the Company are listed shall apply	the Company are listed shall apply.
	the Company are listed shall apply.	To be deleted, with article numbers to be
		adjusted accordingly
34.	Article 39 The Company shall maintain a	Article 39 The Company shall maintain a
	register of shareholders to contain the	register of shareholders to contain the
	following information and register the	following information and register the
	particulars of shareholders as required by	particulars of shareholders as required by the
	the laws and regulations and the Hong	laws and regulations and the Hong Kong
	Kong Listing Rules:	Listing Rules:
	(I) the name, address and occupation or	(I) the name, address and occupation or nature
	nature of each shareholder;	of each shareholder;
	,	,
	(II) the class and number of shares held by	(II) the class and number of shares held by
	each shareholder;	each shareholder;
	(III) the consideration paid or payable for	(III) the consideration paid or payable for the
	the shares held by each shareholder;	shares held by each shareholder;
	the shares held by each shareholder,	shares here by each shareholder,
	(IV) the share certificate numbers of the	(IV) the share certificate numbers of the
	shares held by each shareholder;	shares held by each shareholder;
	(V) the date on which each shareholder was	(V) the date on which each shareholder was
	registered as a shareholder;	registered as a shareholder;
	(VI) the data or which as it is a little	(VI) the data or which a 1 1 1 11
	(VI) the date on which each shareholder	(VI) the date on which each shareholder
	ceased to be a shareholder.	ceased to be a shareholder.
	The register of shareholders shall be	The register of shareholders shall be sufficient
	sufficient evidence of the holding of	evidence of the holding of Company shares by
	Company shares by a shareholder, unless	a shareholder, unless there is evidence to the
	there is evidence to the contrary.	contrary.
L	the continuity	

No.	Original Articles	Revised Articles
	If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:	If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:
	(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;	(I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;
	(II) all joint shareholders shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;	(II) all joint shareholders shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;
	(III) if one of the joint shareholders is deceased or deregistered, only the surviving joint shareholders shall be deemed as the owners of the shares. However, the board of directors may demand the provision of such supporting documents as it considers appropriate to prove the death or deregistration of the relevant shareholder for the purpose of updating the register of shareholders;	(III) if one of the joint shareholders is deceased or deregistered, only the surviving joint shareholders shall be deemed as the owners of the shares. However, the board of directors may demand the provision of such supporting documents as it considers appropriate to prove the death or deregistration of the relevant shareholder for the purpose of updating the register of shareholders;
	(IV) in respect of joint holders of any shares, only the joint shareholder ranking first in the register of shareholders has the right to receive share certificates, notices or other documents of the Company. Any notices delivered to such shareholder shall be deemed to have been delivered to all the joint holders. Any joint shareholders may sign a form of proxy. If more than one of the joint shareholders are present in person or by proxy, the vote made by the senior joint shareholders, whether in person or by proxy, shall be accepted as the sole vote for all joint shareholders. In this regard, the seniority of shareholders shall be determined by the ranking of joint shareholders in the register of shareholders of the Company; and	(IV) in respect of joint holders of any shares, only the joint shareholder ranking first in the register of shareholders has the right to receive share certificates, notices or other documents of the Company. Any notices delivered to such shareholder shall be deemed to have been delivered to all the joint holders. Any joint shareholders may sign a form of proxy. If more than one of the joint shareholders are present in person or by proxy, the vote made by the senior joint shareholders ranking senior in the register of shareholders, whether in person or by proxy, shall be accepted as the sole vote for all joint shareholders shall be determined by the ranking of joint shareholders in the register of shareholders of the Company; and
	 (V) a receipt issued by any joint shareholders in respect of any dividends, bonuses or capital returns payable to the joint shareholders shall be deemed to be an effective receipt issued by all joint shareholders to the Company. The Company shall promptly update the register of shareholders if there is any change in the information recorded therein. 	 (V) a receipt issued by any joint shareholders in respect of any dividends, bonuses or capital returns payable to the joint shareholders shall be deemed to be an effective receipt issued by all joint shareholders to the Company. The Company shall promptly update the register of shareholders if there is any change in the information recorded therein. To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
35.	Article 40 The Company may, according to	Article 40 The Company may, according to an
	an understanding or agreement with the	understanding or agreement with the securities
	securities regulatory authority under the	regulatory authority under the State Council
	State Council and overseas securities	and overseas securities regulatory authorities,
	regulatory authorities, maintain the	maintain the register of the holders of
	register of the holders of overseas listed	overseas listed foreign shares in a place
	foreign shares in a place outside China, and	outside China, and entrust its administration
	entrust its administration to an overseas	to an overseas agency. The original register of
	agency. The original register of holders of	holders of the overseas listed foreign shares
	the overseas listed foreign shares listed in	listed in Hong Kong shall be maintained in
	Hong Kong shall be maintained in Hong	Hong Kong.
	Kong.	
	0	The Company shall maintain a copy of the
	The Company shall maintain a copy of the	register of holders of the overseas listed
	register of holders of the overseas listed	foreign shares at the domicile of the Company.
	foreign shares at the domicile of the	The entrusted overseas agent shall ensure that
	Company. The entrusted overseas agent	the original and duplicates of the register of
	shall ensure that the original and duplicates	holders of overseas listed foreign shares are
	of the register of holders of overseas listed	consistent at all times. Where the original and
	foreign shares are consistent at all times.	duplicates of the register of holders of
	Where the original and duplicates of the	overseas listed foreign shares are not
	register of holders of overseas listed foreign	consistent, the original version shall prevail.
	shares are not consistent, the original	
	version shall prevail.	To be deleted, with article numbers to be
		adjusted accordingly
26	Article 41 The Company shall maintain a	
36.		Article 41 The Company shall maintain a
30.	complete register of shareholders.	Article 41 The Company shall maintain a complete register of shareholders.
30.	complete register of shareholders.	complete register of shareholders.
30.		
30.	complete register of shareholders. The register of shareholders shall include:	complete register of shareholders. The register of shareholders shall include:
30.	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at
30.	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those
30.	complete register of shareholders.The register of shareholders shall include:(I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of
30.	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those
30.	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article);	complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article);
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at the place of shareholders are listed;
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may
	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the Company.
30.	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the 	 complete register of shareholders. The register of shareholders shall include: (I) the register of shareholders maintained at the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing

No.	Original Articles	Revised Articles
37.	Article 42 Different branch registers of shareholders shall not register the same shares. No transfer of the shares registered in any branch register shall, during its registration, be registered in another branch register of shareholders.	Article 42 Different branch registers of shareholders shall not register the same shares. No transfer of the shares registered in any branch register shall, during its registration, be registered in another branch register of shareholders.
	Alteration or rectification of any branch register of shareholders shall be made in accordance with the laws of the place where such part of the register of shareholders is maintained.	Alteration or rectification of any branch register of shareholders shall be made in accordance with the laws of the place where such part of the register of shareholders is maintained.
		To be deleted, with article numbers to be adjusted accordingly
38.	Article 43 No transfer of shares will be registered within 30 days before a shareholders' general meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution.	Article 43 No transfer of shares will be registered within 30 days before a shareholders' general meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution.
		To be deleted, with article numbers to be adjusted accordingly
39.	Article 44 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other activities requiring the verification of shareholdings, the board of directors shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company.	Article 44 If the Company intends to convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other activities requiring the verification of shareholdings, the board of directors shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company.
		To be deleted, with article numbers to be adjusted accordingly
40.	Article 45 Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register may apply to a court of competent jurisdiction for rectification.	Article 45 Any person who objects to the register of shareholders and requests to have his/her name entered in or removed from the register may apply to a court of competent jurisdiction for rectification.
		To be deleted, with article numbers to be adjusted accordingly

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No.	Original Articles	Revised Articles
No. 41.	Article 46 Any person who is a registered shareholder or who requests to have his/her name entered into the register of shareholders in respect of shares in the Company and has lost his/her share certificate (the "Original Share Certificate") may apply to the Company for the issue of new share certificate in respect of such shares (the "Relevant Shares"). If a holder of domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the Company Law. If a holder of overseas listed foreign shares has his/her share certificate lost and applies for a replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange or other regulations of the place where the original register of holders of overseas listed foreign shares is kept. Where an H shareholder has lost his/her share certificate and applies for a replacement, the issue of a replacement certificate shall comply with the following requirements: (I) The applicant shall submit an application to the Company in the prescribed form accompanied by a notary certificate or statutory declaration. The notary certificate or statutory declaration shall provide the reason of the application and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder of the Relevant Shares. (II) No claim has been received by the Company from a person other than the applicant to have his/her name registered as	Revised ArticlesArticle 46 Any person who is a registered shareholder or who requests to have his/her name entered into the register of shareholders in respect of shares in the Company and has lost his/her share certificate (the "Original Share Certificate") may apply to the Company for the issue of new share certificate in respect of such shares (the "Relevant Shares").If a holder of domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the Company Law.If a holder of overseas listed foreign shares has his/her share certificate lost and applies for a replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange or other regulations of the place where the original register of holders of overseas listed foreign shares is kept.Where an H shareholder has lost his/her share certificate and applies for a replacement, etrificate shall comply with the following requirements:(1) The applicant shall submit an application to the Company in the prescribed form accompanied by a notary certificate or statutory declaration shall provide the reason of the application and the circumstances and evidence of the loss of the share certificates as well as a declaration that no other person shall be entitled to request to be registered as the shareholder of the Relevant Shares.(II) No claim has been received by the Company from a person other than the applicant to have his/her and registered as a holder of the Relevant Shares.
	Company decides to issue the replacement share certificate.	(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make announcements of its
	(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make announcements of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcements shall be made at least once in every 30 days in a period of 90 days.	intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcements shall be made at least once in every 30 days in a period of 90 days.

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

No.	Original Articles	Revised Articles
110.	(IV) The Company shall deliver to the stock	(IV) The Company shall deliver to the stock
	exchange where the Company is listed a	exchange where the Company is listed a copy
	copy of the announcement regarding the	of the announcement regarding the intention
	intention to issue a replacement share	to issue a replacement share certificate before
	certificate before its publication. The	its publication. The Company may publish the
	Company may publish the announcement	
		announcement upon the receipt of
	upon the receipt of confirmation from such	confirmation from such stock exchange that
	stock exchange that the announcement has	the announcement has been exhibited at the
	been exhibited at the premises of such stock	premises of such stock exchange. The
	exchange. The announcement shall be	announcement shall be exhibited at the
	exhibited at the premises of such stock	premises of such stock exchange for a period
	exchange for a period of 90 days. If the	of 90 days. If the registered holder of the
	registered holder of the Relevant Shares	Relevant Shares raises objection to the
	raises objection to the application for issue	application for issue of replacement share
	of replacement share certificate, the	certificate, the Company shall send by post to
	Company shall send by post to such	such registered shareholder a copy of the
	registered shareholder a copy of the	announcement.
	announcement.	
		(V) If, upon expiration of the 90-day period
	(V) If, upon expiration of the 90-day period	referred to in sub-paragraph (III) and (IV) of
	referred to in sub-paragraph (III) and (IV)	this article, the Company has not received
	of this article, the Company has not	from any objection to such application, the
	received from any objection to such	Company may issue a replacement share
	application, the Company may issue a	eertificate to the applicant.
	replacement share certificate to the	
	applicant.	(VI) The Original Share Certificate shall be
		cancelled immediately upon the issue of a
	(VI) The Original Share Certificate shall be	replacement and the cancellation and
	cancelled immediately upon the issue of a	replacement of share certificates shall be
	replacement and the cancellation and	recorded in the register of shareholders
	replacement of share certificates shall be	accordingly.
	recorded in the register of shareholders	
	accordingly.	(VII) All expenses relating to the cancellation
		of the Original Share Certificate and the issue
	(VII) All expenses relating to the	of a replacement share certificate shall be
	cancellation of the Original Share	borne by the applicant. The Company may
	Certificate and the issue of a replacement	refuse to take any action until a reasonable
	share certificate shall be borne by the	guarantee of payment is provided by the
	applicant. The Company may refuse to take	applicant.
	any action until a reasonable guarantee of	
	payment is provided by the applicant.	To be deleted, with article numbers to be
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To be deleted, with article numbers to be adjusted accordingly

No	Original Articles	Devised Antiples
No.	Original Articles	Revised Articles
42.	Article 47 After the issue of a replacement share certificate pursuant to these articles of association, the name of a bona fide	Article 47 After the issue of a replacement share certificate pursuant to these articles of association, the name of a bona fide purchaser
	purchaser who holds the new share	who holds the new share certificate or a
	certificate or a shareholder who is	shareholder who is registered as the holder of
	registered as the holder of such shares (as a	such shares (as a bona fide purchaser) shall
	bona fide purchaser) shall not be removed	not be removed from the register of
	from the register of shareholders.	shareholders.
		To be deleted, with article numbers to be adjusted accordingly
43.	Article 48 The Company shall not be liable	Article 48 The Company shall not be liable for
	for any damages suffered by any person from the cancellation of an Original Share	any damages suffered by any person from the cancellation of an Original Share Certificate
	Certificate or the issue of a replacement	or the issue of a replacement share certificate,
	share certificate, unless the claimant can prove that the Company had acted	unless the claimant can prove that the Company had acted fraudulently.
	fraudulently.	
		No new warrant certificate shall be issued to
	No new warrant certificate shall be issued	replace any lost warrant certificates issued in
	to replace any lost warrant certificates	bearer form unless the Company is satisfied
	issued in bearer form unless the Company is	beyond a reasonable doubt that the original
	satisfied beyond a reasonable doubt that the original certificate has been destroyed.	certificate has been destroyed.
		To be deleted, with article numbers to be
		adjusted accordingly
44.	SECTION 5 FINANCIAL ASSISTANCE	SECTION 5 FINANCIAL ASSISTANCE FOR
	FOR THE PURCHASE OF SHARES OF THE COMPANY	THE PURCHASE OF SHARES OF THE COMPANY
	Article 49 The Company and its	Article 49 The Company and its subsidiaries
	subsidiaries shall not, by any means at any	shall not, by any means at any time, provide
	time, provide any kind of financial	any kind of financial assistance to a person
	assistance to a person who acquires or	who acquires or intends to acquire shares of
	intends to acquire shares of the Company.	the Company. The buyer of shares of the
	The buyer of shares of the Company	Company includes a person who directly or
	includes a person who directly or indirectly	indirectly assumes obligations due to the
	assumes obligations due to the acquisition	acquisition of shares of the Company.
	of shares of the Company.	The Commons and its subsidiaries shall not by
	The Company and its subsidiaries shall not,	The Company and its subsidiaries shall not, by any means at any time, provide financial
	by any means at any time, provide financial	assistance to the said obligor for the purpose
	assistance to the said obligor for the	of reducing or discharging the obligations
	purpose of reducing or discharging the	assumed by aforesaid person.
	obligations assumed by aforesaid person.	
		The provisions of this article shall not apply to
	The provisions of this article shall not apply	the circumstances mentioned in article 51 of
	to the circumstances mentioned in article 51 of these articles of association.	these articles of association.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
45.	Article 50 The financial assistance	Article 50 The financial assistance mentioned
	mentioned in article 49 of these articles of	in article 49 of these articles of association
	association shall include (but not limited to)	shall include (but not limited to) the
	the following:	following:
	(I) a gift;	(I) a gift;
	(II) a guarantee (including the assumption	(II) a guarantee (including the assumption of
	of liability by the guarantor or the	liability by the guarantor or the provision of
	provision of assets by the guarantor to	assets by the guarantor to secure the
	secure the performance of obligations by	performance of obligations by the obligor),
	the obligor), indemnity (other than an	indemnity (other than an indemnity in respect
	indemnity in respect of the default of the	of the default of the Company), release or
	Company), release or waiver of any rights;	waiver of any rights;
	(III) a provision of loan or any other	(III) a provision of loan or any other contract
	contract under which the obligations of the	under which the obligations of the Company
	Company are to be fulfilled before the	are to be fulfilled before the obligations of
	obligations of another party, or a change in	another party, or a change in the parties to, or
	the parties to, or the assignment of rights	the assignment of rights arising under, such
	arising under, such loan or contract; and	loan or contract; and
		, ,
	(IV) any other form of financial assistance	(IV) any other form of financial assistance
	given by the Company when the Company	given by the Company when the Company is
	is insolvent or has no net assets or when its	insolvent or has no net assets or when its net
	net assets would thereby be reduced by a	assets would thereby be reduced by a material
	material extent.	extent.
	Assumption of obligations shall include the	Assumption of obligations shall include the
	assumption of obligations by the obligor by	assumption of obligations by the obligor by
	entering into a contract or making any	entering into a contract or making any
	arrangement (whether or not such contract	arrangement (whether or not such contract or
	or arrangement is enforceable and whether	arrangement is enforceable and whether or not
	or not such obligation is assumed by the	such obligation is assumed by the obligor on
	obligor on his/her own or jointly with any	his/her own or jointly with any other person)
	other person) or by changing its financial	or by changing its financial position in any
	position in any other way.	other way.
		To be deleted, with article numbers to be
		adjusted accordingly
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No.	Original Articles	Revised Articles
46.	Article 51 The following acts shall not be	Article 51 The following acts shall not be
	deemed as acts prohibited under article 49:	deemed as acts prohibited under article 49:
		1
	(I) the provision of financial assistance by	(I) the provision of financial assistance by the
	the Company is in good faith and in the	Company is in good faith and in the interest of
	interest of the Company, and the principal	the Company, and the principal purpose of the
	purpose of the financial assistance is not for	financial assistance is not for the acquisition
	the acquisition of shares in the Company, or	of shares in the Company, or the financial
	the financial assistance is an incidental part	assistance is an incidental part of plan of the
	of plan of the Company;	Company;
	(II) lawful distribution of the assets of the	(II) lawful distribution of the assets of the
	Company as dividends;	Company as dividends;
	(III) distribution of dividends in the form of	(III) distribution of dividends in the form of
	shares;	shares;
	(IV) reduction of registered capital,	(IV) reduction of registered capital,
	repurchase of shares and adjustment of	repurchase of shares and adjustment of
	shareholding structure in accordance with	shareholding structure in accordance with
	these articles of association;	these articles of association;
	(V) provision of a loan by the Company in	(V) provision of a loan by the Company in the
	the course of its ordinary business	course of its ordinary business (provided that
	(provided that the net assets of the	the net assets of the Company are not thereby
	Company are not thereby reduced or that,	reduced or that, to the extent that the assets are
	to the extent that the assets are thereby	thereby reduced, the financial assistance is
	reduced, the financial assistance is provided	provided out of the distributable profits of the
	out of the distributable profits of the	Company);
	Company);	(VI) the provision of monoy by the Component
	(VI) the provision of money by the	(VI) the provision of money by the Company for contributions to employees' share scheme
	Company for contributions to employees' share scheme (provided that the net assets	(provided that the net assets of the Company are not thereby reduced or that, to the extent
	of the Company are not thereby reduced or	that the assets are thereby reduced, the
	that, to the extent that the assets are	financial assistance is provided out of
	thereby reduced, the financial assistance is	distributable profits of the Company).
	provided out of distributable profits of the	distributable profits of the Company).
	Company).	To be deleted, with article numbers to be
	company).	adjusted accordingly
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EETINGS
e Company mares of the ogistered in Company areholders egistration d by the y and in le laws, ts, and the register of e evidence p of the
ong Kong, egister of long Kong
rights and to the class hold. The ss of shares assume the for a class meeting) to of the class of at least hat class.
intends to meeting to ate or to ssitate the board of of the ng shall s of shares register of ecord date Company erests.
hareholders e Company
er forms of on to their

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No.	Original Articles	Revised Articles
	(II) to attend shareholders' general meetings in person or by proxy, and to speak and exercise voting rights at shareholders' general meetings in proportion to their respective shareholdings;	(II) to request, convene, preside over and attend shareholders' general meetings in person or by proxy, and to speak and exercise their respective voting rights at shareholders' general meetings—in proportion to their respective shareholdings;
	(III) to supervise the business operations of the Company and to make recommendations and interrogations;	(III) to supervise the business operations of the Company and to make recommendations and interrogations;
	(IV) to transfer or pledge the shares they hold according to the laws, regulations and these articles of association;	(IV) to transfer, donate or pledge the shares they hold according to the laws, regulations and these articles of association;
	(V) to obtain relevant information in accordance with these articles of association, including:	(V) to inspect these Articles of Association, register of shareholders, bond certificates, minutes of shareholders' general meetings,
	1. a set of these articles of association upon payment of a fee;	resolutions of the board of directors and supervisory board meetings, and financial accounting reports of the Company;
	2. the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:	(V) to obtain relevant information in accordance with these articles of association, including:
	(1) all registers of shareholders;	
	(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including:	 a set of these articles of association upon payment of a fee; the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:
	(a) current and previous names and aliases;	(1) all registers of shareholders;
	(b) main address (domicile);(c) nationality;	(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including:
	(d) full-time and all other part-time jobs and titles;	(a) current and previous names and aliases;
	(e) identity documents and numbers.	(b) main address (domicile);
	(3) share capital of the Company;	(c) nationality;
	(4) reports showing the nominal value, number, maximum and minimum price paid in respect of each class of shares	(d) full-time and all other part-time jobs and titles;
	repurchased by the Company since the end of the last fiscal year, and the aggregate amount paid by the Company for such shares;	(e) identity documents and numbers.(3) share capital of the Company;

No.	Original Articles	Revised Articles
	(5) the minutes of shareholders' general	(4) reports showing the nominal value,
	meetings (for inspection by shareholders	number, maximum and minimum price paid in
	only) and special resolutions of	respect of each class of shares repurchased by
	shareholders' general meetings;	the Company since the end of the last fiscal
		year, and the aggregate amount paid by the
	(6) the latest audited financial statements	Company for such shares;
	and the directors', auditors' and	
	supervisors' reports of the Company;	(5) the minutes of shareholders' general
		meetings (for inspection by shareholders only)
	(7) the copy of the latest annual return	and special resolutions of shareholders'
	submitted to the State Administration for	general meetings;
	Market Regulation or other competent	
	authorities in China;	(6) the latest audited financial statements and
		the directors', auditors' and supervisors'
	(8) counterfoils of corporate bonds,	reports of the Company;
	resolutions of the meetings of the board of	
	directors and the Supervisory Committee,	(7) the copy of the latest annual return
	the financial and accounting reports of the	submitted to the State Administration for
	Company;	Market Regulation or other competent
		authorities in China;
	The Company shall maintain the documents	
	set out in sub-paragraph (1) to (7) above	(8) counterfoils of corporate bonds,
	except sub-paragraph (2) at the address of	resolutions of the meetings of the board of
	the Company in Hong Kong for free	directors and the Supervisory Committee, the
	inspection by the public and its	financial and accounting reports of the
	shareholders in accordance with the Hong	Company;
	Kong Listing Rules.	
		The Company shall maintain the documents
	(VI) to request the Company to acquire his/her	set out in sub-paragraph (1) to (7) above
	shares if he/she objects to a resolution of a	except sub-paragraph (2) at the address of the
	shareholders' general meeting on a merger or	Company in Hong Kong for free inspection by
	division of the Company;	the public and its shareholders in accordance
		with the Hong Kong Listing Rules.
	(VII) to participate in the distribution of the	
	remaining assets of the Company in	(VI) to request the Company to acquire his/her
	proportion to their shareholdings upon	shares if he/she objects to a resolution of a
	termination or liquidation of the Company;	shareholders' general meeting on a merger or
		division of the Company;
	(VIII) any other rights prescribed by the laws,	
	regulations, rules of the securities regulatory	(VII) to participate in the distribution of the
	authorities and the stock exchange where the	remaining assets of the Company in
	securities of the Company are listed and as	proportion to their shareholdings upon
	stipulated under these articles of association.	termination or liquidation of the Company;

No.	Original Articles	Revised Articles
1101	The Company shall not freeze or otherwise	(VIII) to access the Hong Kong register of
	impair any of the rights attached to any	shareholders for the Company, provided,
	shares only by reason that the person or	however, that the Company may temporarily
	persons who are interested directly or	suspend shareholder registration procedures in
	indirectly therein have failed to disclose	accordance with the equivalent provisions of
	their interests to the Company.	Section 632 of the Companies Ordinance
		(Cap. 622);
	Rights of the shareholders of the Company	(oup: 022),
	who are legal persons shall be exercised by	(IX) any other rights prescribed by the laws,
	their legal representatives or agents on	regulations, rules of the securities regulatory
	their behalf.	authorities and the stock exchange where the
	then benan.	securities of the Company are listed and as
		stipulated under these articles of association.
		-
		The Company shall not freeze or otherwise
		impair any of the rights attached to any shares
		only by reason that the person or persons who
		are interested directly or indirectly therein
		have failed to disclose their interests to the
		Company.
		Rights of the shareholders of the Company
		who are legal persons shall be exercised by
		their legal representatives or agents on their
		behalf.
50.		(newly added)
		Article 33 If any resolution of a
		shareholders' general meeting or board
		meeting is in violation of the laws or
		administrative regulations, the
		shareholders shall be entitled to request the
		people's court to invalidate such resolution.
		If the convening procedure or voting
		method of a shareholders' general meeting
		or board meeting is in violation of the laws,
		administrative regulations or these Articles
		of Association, or if a resolution is in
		violation of these Articles of Association,
		the shareholders shall be entitled to request
		the people's court for revocation within 60
		days after the resolution is made.

Original Articles	Revised Articles
<u> </u>	(newly added)
	(newly added)Article 34 If any director or senior management violates laws, administrative regulations or these Articles of Association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people's court. If the supervisory committee violates laws, administrative regulations or these Articles of Association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people's court.If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be
	entitled to institute legal proceedings to the people's court in their own names for the interests of the Company. If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs. (newly added) Article 35 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal

No.	Original Articles	Revised Articles
53.	Article 55 Holders of ordinary shares of the Company shall have the following obligations:	Article 36 Holders of ordinary shares of The Company's shareholders shall have the following obligations:
	(I) to comply with the laws, regulations and these articles of association;	(I) to comply with the laws, <u>administrative</u> regulations and these Articles of Association;
	(II) to pay capital contribution as per the shares subscribed for and the method of subscription;	(II) to pay capital contribution as per the shares subscribed for and the method of subscription;
	(III) to be liable to the Company according to the shares being held;	(III) to be liable to the Company according to the shares being held;
	(IV) not to withdraw capital contribution , unless in the circumstances stipulated by the laws and regulations;	(III) not to withdraw capital contribution , unless in the circumstances stipulated by the laws and regulations;
	(V) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders;(VI) any other obligations prescribed by the laws, regulations and these articles of	(IV) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders; (V) any other obligations prescribed by the laws, regulations and these articles of association.
	association. Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the	Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the laws and regulations.
	laws and regulations. If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.	If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.

No.	Original Articles	Revised Articles
54.		(newly added)
		Article 37 Shareholders holding more than 5% of the Company's voting shares, who pledge the shares they held in the Company, shall notify the Company in writing on the date of such pledge.
55.	Article 57 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:	Article 57 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:
	(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;	(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;
	(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;	(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;
	(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders' general meeting in accordance with these articles of association.	(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders' general meeting in accordance with these articles of association.
		To be deleted, with article numbers to be adjusted accordingly
56.	Article 58 The "controlling shareholder" referred to in the preceding article means a person who satisfies one of the following conditions:	Article 58 The "controlling shareholder" referred to in the preceding article means a person who satisfies one of the following conditions:
	(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;	(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;

No.	Original Articles	Revised Articles
	(II) he/she alone, or acting in concert with	(II) he/she alone, or acting in concert with
	others, has the power to exercise 30% or	others, has the power to exercise 30% or more
	more (or such other percentage as may from	(or such other percentage as may from time to
	time to time be specified in applicable PRC	time be specified in applicable PRC laws as
	laws as being the level for triggering a	being the level for triggering a mandatory
	mandatory general offer or for otherwise	general offer or for otherwise establishing
	establishing legal or management control	legal or management control over a business
	over a business enterprise) or to control the	enterprise) or to control the exercise of 30% or
	exercise of 30% or more of the voting rights	more of the voting rights of the Company;
	of the Company;	
		(III) he/she alone, or acting in concert with
	(III) he/she alone, or acting in concert with	others, holds 30% or more of the issued and
	others, holds 30% or more of the issued and	outstanding shares of the Company;
	outstanding shares of the Company;	
		(IV) he/she alone, or acting in concert with
	(IV) he/she alone, or acting in concert with	others, in any other manner has de facto
	others, in any other manner has de facto	control of the Company.
	control of the Company.	
		The "acting in concert" referred to in the
	The "acting in concert" referred to in the	preceding article means action taken by two or
	preceding article means action taken by two	more persons pursuant to an agreement (oral
	or more persons pursuant to an agreement	or written) to obtain or consolidate control of
	(oral or written) to obtain or consolidate	the Company through the acquisition by any
	control of the Company through the	of them of voting rights of the Company;
	acquisition by any of them of voting rights	
	of the Company;	To be deleted, with article numbers to be
		adjusted accordingly
57.	Article 59 If any resolution of a	Article 59 If any resolution of a shareholders'
	shareholders' general meeting or board	general meeting or board meeting is in
	meeting is in violation of the laws or	violation of the laws or regulations, the
	regulations, the shareholders shall be	shareholders shall be entitled to request the
	entitled to request the people's court to	people's court to invalidate such resolution.
	invalidate such resolution.	
		If the convening procedure or voting method
	If the convening procedure or voting	of a shareholders' general meeting or board
	method of a shareholders' general meeting	meeting is in violation of the laws, regulations
	or board meeting is in violation of the laws,	or these articles of association, or if a
	regulations or these articles of association,	resolution is in violation of these articles of
	or if a resolution is in violation of these	association, the shareholders shall be entitled
	articles of association, the shareholders	to request the people's court for revocation
	shall be entitled to request the people's	within 60 days after the resolution is made.
	court for revocation within 60 days after the	
	resolution is made.	To be deleted, with article numbers to be
		adjusted accordingly
		augusten needi utilgij

No.	Original Articles	Revised Articles
58.	Article 60 If any director or senior	Article 60 If any director or senior
	management violates laws, regulations or	management violates laws, regulations or
	these articles of association when	these articles of association when performing
	performing his/her duties, thereby	his/her duties, thereby incurring any loss of
	incurring any loss of the Company, the	the Company, the shareholder(s) severally or
	shareholder(s) severally or jointly holding	jointly holding 1% or above shares of the
	1% or above shares of the Company for 180	Company for 180 consecutive days or above
	consecutive days or above shall be entitled	shall be entitled to request the supervisory
	to request the supervisory committee in	committee in writing to institute legal
	writing to institute legal proceedings to the	proceedings to the people's court. If the
	people's court. If the supervisory committee	supervisory committee violates laws,
	violates laws, regulations or these articles of	regulations or these articles of association
		-
	association when performing its duties,	when performing its duties, thereby incurring
	thereby incurring any loss of the Company,	any loss of the Company, the aforementioned
	the aforementioned shareholders shall be	shareholders shall be entitled to request the
	entitled to request the board of directors in	board of directors in writing to institute legal
	writing to institute legal proceedings to the	proceedings to the people's court.
	people's court.	
		If the supervisory committee or the board of
	If the supervisory committee or the board	directors refuses to institute legal proceedings
	of directors refuses to institute legal	after receiving the written request or does not
	proceedings after receiving the written	institute legal proceedings within 30 days
	request or does not institute legal	after receiving such request, or if the
	proceedings within 30 days after receiving	circumstance is urgent and any delay of legal
	such request, or if the circumstance is	proceedings may incur irrecoverable damage
	urgent and any delay of legal proceedings	to the interests of the Company, the
	may incur irrecoverable damage to the	shareholders, as specified in the preceding
	interests of the Company, the shareholders,	article, shall be entitled to institute legal
	as specified in the preceding article, shall be	proceedings to the people's court in their own
	entitled to institute legal proceedings to the	names for the interests of the Company.
	people's court in their own names for the	hames for the interests of the company.
	interests of the Company.	If any other person infringes upon the lawful
	interests of the Company.	rights and interests of the Company, thereby
	If any other nerven infringer upon the	
	If any other person infringes upon the	resulting in the Company incurring any loss,
	lawful rights and interests of the Company,	the shareholder(s) as mentioned in the first
	thereby resulting in the Company incurring	paragraph of this Article may institute legal
	any loss, the shareholder(s) as mentioned in	proceedings to the people's court according to
	the first paragraph of this Article may	the provisions of the two preceding
	institute legal proceedings to the people's	paragraphs.
	court according to the provisions of the two	
	preceding paragraphs.	To be deleted, with article numbers to be
		adjusted accordingly
59.	Article 61 If any director or senior	Article 61 If any director or senior
	management violates laws, regulations or	management violates laws, regulations or
	these articles of association, thereby	these articles of association, thereby resulting
	resulting in the shareholders incurring any	in the shareholders incurring any loss, the
	loss, the shareholders may institute legal	shareholders may institute legal proceedings
	proceedings in the people's court.	in the people's court.
	proceedings in the people's court.	in the people's court.
		To be deleted, with article numbers to be

No.	Original Articles	Revised Articles
60.	SECTION 2 GENERAL PROVISIONS OF	SECTION 2 GENERAL PROVISIONS OF
	SHAREHOLDERS' GENERAL MEETINGS	SHAREHOLDERS' GENERAL MEETINGS
	Article 62 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:	Article 39 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:
	(I) to decide on the business policies and investment plans of the Company;	(I) to decide on the business policies and investment plans of the Company;
	(II) to elect or replace directors who are not representatives of the employees and to decide on matters relating to the remuneration of directors;	(II) to elect or replace directors <u>and</u> <u>supervisors</u> who are not representatives of the employees and to decide on matters relating to the remuneration of directors <u>and</u> <u>supervisors</u> ;
	(III) to elect or replace supervisors who are	
	not representatives of the employees and to decide on matters relating to the	(III) to elect or replace supervisors who are not representatives of the employees and to
	remuneration of supervisors;	decide on matters relating to the remuneration of supervisors;
	(IV) to consider and approve reports of the board of directors;	(III) to consider and approve reports of the board of directors;
	(V) to consider and approve reports of the supervisory committee;	(IV) to consider and approve reports of the supervisory committee;
	(VI) to consider and approve the annual	
	financial budgets and final accounts of the Company;	(V) to consider and approve the annual financial budgets and final accounts of the Company;
	(VII) to consider and approve the profit	
	distribution plans and plans for making up losses of the Company;	(VI) to consider and approve the profit distribution plans and plans for making up losses of the Company;
	(VIII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;	(VII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;
	(IX) to pass resolutions on the issuance of bonds or other securities and public listing plans of the Company;	(VIII) to pass resolutions on the issuance of bonds or other securities and public listing plans of by the Company;
	(X) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;	(IX) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;

No.	Original Articles	Revised Articles
	(XI) to amend these articles of association;	(X) to amend these articles of association;
	(XII) to resolve on the engagement, dismissal or non-renewal of the engagement of an accounting firm as the auditor of the Company;	(XI) to resolve on the engagement and dismissal or non-renewal of the engagement of the accounting firm as the auditor of the Company;
	(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;	(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;
	(XIV) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;	(XII) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;
	(XV) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;	(XIII) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;
	(XVI) to consider the equity incentive plan;	(XIV) to deliberate equity incentive plans and employee stock ownership plans;
	(XVII) to consider and approve connected transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;	(XV) to consider and approve connected transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;
	(XVIII) other matters required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;	(XVI) other matters required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;
61.	Article 63 The provision of guarantee by the Company for third parties as set forth below, shall be subject to the consideration and approval of the shareholders' general meeting:	Article 40 The provision of guarantee by the Company for third parties as set forth below, shall be subject to the consideration and approval of the shareholders' general meeting:
	(I) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets;	(I) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company and its controlling subsidiaries-reaches or exceeds 50% of the latest audited net assets;

No.	Original Articles	Revised Articles
	(II) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company reaches or exceeds 30% of the latest audited total assets;	(II) any guarantee to be provided after the total amount of guarantee provided to third parties by the Company-reaches or exceeds 30% of the latest audited total assets;
	(III) any guarantee to be provided to a recipient with a gearing ratio of more than 70%;	(III) the provision of security by the Company within one year with the amount(s) exceeding 30% of the latest audited total assets of the Company;
	(IV) any single guarantee exceeding 10% of the latest audited net assets;	(IV) any guarantee to be provided to a recipient with a gearing ratio of more than
	(V) any guarantee to be provided for shareholders, de facto controllers and their connected parties;	70%;(V) any single guarantee exceeding 10% of the latest audited net assets;
	(VI) other guarantees required by laws, regulations, regulatory rules of the place where the shares of the Company are listed or these articles of association.	(VI) any guarantee to be provided for shareholders, de facto controllers and their connected parties;
	The above-mentioned guarantee to third parties that should be approved by a shareholders' general meeting must be reviewed and approved by the board of directors before being submitted to the	(VII) other guarantees required by laws, regulations, regulatory rules of the place where the shares of the Company are listed or these articles of association.
	shareholders' general meeting for approval. The board of directors shall review and approve guarantee to third parties not being required to be approved by a shareholders' general meeting.	The above-mentioned guarantee to third parties that should be approved by a shareholders' general meeting must be reviewed and approved by the board of directors before being submitted to the shareholders' general meeting for approval.
	When considering the resolution of providing guarantee for shareholders, de facto controllers and their connected parties at the shareholders' general meeting, such	The board of directors shall review and approve guarantee to third parties not being required to be approved by a shareholders' general meeting.
	shareholders or shareholders who are controlled by the de facto controllers shall abstain from voting on such resolution. The resolution shall be approved by more than half of the voting rights held by other shareholders present at the shareholders' general meeting.	When considering the resolution of providing guarantee for shareholders, de facto controllers and their connected parties at the shareholders' general meeting, such shareholders or shareholders who are controlled by the de facto controllers shall abstain from voting on such resolution. The resolution shall be approved by more than half of the voting rights held by other shareholders present at the shareholders' general meeting.

No.	Original Articles	Revised Articles
62.	Article 64 Without the prior approval of a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, a supervisor , the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.	Article 41 Except in cases where the Company is in a crisis or under special circumstances, without the prior approval by way of special resolution at a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, supervisor, the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.
63.	Article 66 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:	Article 43 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:
	(I) the number of directors is less than five, being the minimum statutory number provided for in the Company Law, or less than two- thirds of the number prescribed in these articles of association;	(I) the number of directors is less than five, being the minimum statutory number provided for in the Company Law, or less than two- thirds of the number prescribed in these articles of association;
	(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;	(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;
	(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least 10% of the shares of the Company;	(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least more than 10% of the shares of the Company;
	(IV) the board of directors considers it necessary;	(IV) the board of directors considers it necessary;
	(V) the supervisory committee proposes to hold such meeting;	(V) the supervisory committee proposes to hold such meeting;
	(VI) any other circumstance as specified in laws, regulations or these Articles of Association.	(VI) any other circumstance as specified in laws, regulations or these Articles of Association.
	The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.	The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.
64.	Article 67 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.	Article 44 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.

No.	Original Articles	Revised Articles
	A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.	A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.
	A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.	A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.
	If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.	If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.
	Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall serve a notice on the shareholders stating the reasons at least two working days prior to the date of the on-site meeting.	Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall serve a notice on the shareholders make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.

No.	Original Articles	Revised Articles
65.	Article 69 Independent non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, regulations and these articles of association, give a written reply on whether or not it agrees to convene such extraordinary general meeting within ten days after receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the board of directors. If the board of directors does not agree to convene such meeting, an explanation shall be made.	Article 46 Independent non-executive directors shall have the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, regulations and these articles of association, give a written reply on whether or not it agrees to convene such extraordinary general meeting within ten days after receipt of the proposal. If the board of directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the board of directors. If the board of directors does not agree to convene such meeting, an explanation <u>announcement</u> shall be made stating the reasons.
66.	Article 73 When the supervisory committee or shareholders convene(s) a general meeting on its/their own, the board of directors and the secretary to the board of directors shall offer their support.	Article 50 When the supervisory committee or shareholders convene(s) a general meeting on its/their own, the board of directors and the secretary to the board of directors shall offer their support. The board of directors shall furnish the register of shareholders as of the record date.
67.	Article 76 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.	Article 53 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.
	Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.	Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof.
	Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.	Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.
	Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 75 shall not be voted on or resolved at the shareholders' general meeting.	Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with <u>Article 52 article</u> 75 shall not be voted on or resolved at the shareholders' general meeting.

No.	Original Articles	Revised Articles
No. 68.	 Article 77 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 20 working days prior to the convening of the annual general meeting and at least 15 days (not less than 10 working days) prior to the convening of the extraordinary general meeting. The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations. The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 20 days prior to the convening of the annual general meeting: (I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares in person or by mail to the company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules; (III) to be sent according to other requirements of the stock exchange of the 	Article 54 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 21 days prior to the convening of the annual general meeting and at least 15 days prior to the convening of the extraordinary general meeting. Unless otherwise provided in the laws, regulations and the listing rules of the place where the shares of the Company are listed as well as these Articles of Association, the notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. <u>Alternatively, the notice</u> of shareholders' general meeting can be published on the website of the Company or the websites designated by the Hong Kong Stock Exchange in accordance with the applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. If, subject to the Company are listed. If, subject to the Company's Articles of Association, a notice shall be issued to holders of overseas listed foreign shares, the said notice shall also be published in such manner as stipulated by the Hong Kong Listing Rules. As for holders of domestic shares, the notice of a shareholders' general meeting may also be disseminated through public announcement-as stipulated by applicable laws and regulations. The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 21 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:
	place where the shares of the Company are listed and the Listing Rules.	(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas
	The periods of "20 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.	registered address of each holder of overseas listed foreign shares;

No.	Original Articles	Revised Articles
		(II) to be published on the website of the
		Company or the websites designated by the
		securities regulatory authority or stock
		exchange of the place where the shares of the
		Company are listed in accordance with the
		applicable laws, regulations and relevant
		listing rules;
		(III) to be sent according to other
		requirements of the stock exchange of the
		place where the shares of the Company are
		listed and the Listing Rules.
		The periods of "21 days" and "15 days" shall
		not include the day on which the meeting is
		convened but include the day on which the
		notice is issued.
69.	Article 78 The notice of a shareholders'	Article 83 The notice of a shareholders'
	general meeting shall:	general meeting shall:
	(I) be made in writing;	(I) specify the time, venue and duration of
		the meeting;
	(II) specify the venue, date and time of the	
	meeting;	(II) state the matters and proposals to be
		deliberated at the meeting;
	(III) state the matters and proposals to be	
	discussed at the meeting;	(III) contain a statement explicitly stating
	(IV) specify the record date for	that all holders of ordinary shares
	(IV) specify the record date for shareholders entitled to attend the	(including preferred shareholders with
	shareholders entitled to attend the shareholders' general meeting;	restored voting rights) are entitled to attend the shareholders' general meeting in person
	shareholders' general meeting,	or by proxy and to vote on their behalf and
	(V) provide such information and	that such proxies need not be a shareholder;
	explanation necessary for shareholders to	that such provies need not be a shareholder,
	exercise an informed judgment on the	(IV) specify the record date for
	proposals to be discussed and shall include	shareholders entitled to attend the
	(but not limited to), where a proposal on	shareholders' general meeting;
	merger, repurchase of shares, restructuring	Sancia Boucha mooning,
	of share capital or other restructuring is put	(V) specify the name and telephone number
	forward by the Company, the provision of	of the contact person of the meeting;
	the specific conditions and the contracts (if	
	any) of the transactions contemplated, and	(VI) specify the time and procedures for
	the causes and consequences of such	voting via the Internet or by other means;
	proposals shall be properly explained;	
	· · · · · · · · · · · · · · · · · · ·	

No.	Original Articles	Revised Articles
1.00	(VI) disclose the nature and extent of the	(VII) contain other information required by
	material interest, if any, of any director,	laws, regulations and the regulatory rules of
	supervisor, general manager and other	the place where the shares of the Company
	senior management in the matters to be	are listed and these Articles of Association.
	considered; and provide an explanation of	
	the differences, if any, between the way in	(I) be made in writing;
	which the matter to be considered would	
	affect such director, supervisor, general	(II) specify the venue, date and time of the
	manager or other senior management as a	meeting;
	Shareholder and the way in which such	
	matter would affect other Shareholders of	(III) state the matters and proposals to be
	the same class;	discussed at the meeting;
		_
	(VII) contain the full text of any special	(IV) specify the record date for shareholders
	resolution proposed to be passed at the	entitled to attend the shareholders' general
	meeting;	meeting;
	(VIII) contain a statement explicitly stating	(V) provide such information and explanation
	that a shareholder entitled to attend and	necessary for shareholders to exercise an
	vote shall be entitled to appoint one or more	informed judgment on the proposals to be
	proxies to attend and vote on his/her behalf	discussed and shall include (but not limited
	and that such proxies need not be a	to), where a proposal on merger, repurchase of
	shareholder;	shares, restructuring of share capital or other
		restructuring is put forward by the Company,
	(IX) specify the time and place for lodging	the provision of the specific conditions and
	proxy forms for voting at the meeting;	the contracts (if any) of the transactions
		contemplated, and the causes and
	(X) specify the name and telephone number	consequences of such proposals shall be
	of the contact person of the meeting;	properly explained;
	(XI) other information required by laws,	(VI) disclose the nature and extent of the
	regulations and the regulatory rules of the	material interest, if any, of any director,
	place where the shares of the Company are listed and these articles of association.	supervisor, general manager and other senior
	isted and these articles of association.	management in the matters to be considered; and provide an explanation of the differences,
		if any, between the way in which the matter to
		be considered would affect such director,
		supervisor, general manager or other senior
		management as a Shareholder and the way in
		which such matter would affect other
		Shareholders of the same class;
		Shareholders of the same class,
		(VII) contain the full text of any special
		resolution proposed to be passed at the
		meeting;
		B,

No.	Original Articles	Revised Articles
1101	Notices and supplementary notices of	(VIII) contain a statement explicitly stating
	shareholders' general meetings shall	that a shareholder entitled to attend and vote
	adequately and completely disclose the	shall be entitled to appoint one or more
	particulars of all proposals. Where the	proxies to attend and vote on his/her behalf
	opinions of an independent non-executive	and that such proxies need not be a
	director are required on the matters to be	shareholder;
	discussed, such opinions and reasons thereof	,
	shall be provided when the notices or	(IX) specify the time and place for lodging
	supplementary notices of shareholders'	proxy forms for voting at the meeting;
	general meetings are served.	r,
		(X) specify the name and telephone number of
	Where a shareholders' general meeting is	the contact person of the meeting;
	held through other means, the notice of the	
	shareholders' general meeting shall specify	(XI) other information required by laws,
	the time and procedures for voting.	regulations and the regulatory rules of the
	record and record of the second	place where the shares of the Company are
	The accidental omission to give notice of a	listed and these articles of association.
	meeting to, or the failure to receive the	
	notice of a meeting by, any person entitled	Notices and supplementary notices of
	to receive such notice, shall not invalidate	shareholders' general meetings shall
	the meeting and the resolutions passed at	adequately and completely disclose the
	the meeting.	particulars of all proposals. Where the
		opinions of an independent non- executive
		director are required on the matters to be
		discussed, such opinions and reasons thereof
		shall be provided when the notices or
		supplementary notices of shareholders'
		general meetings are served.
		Where a shareholders' general meeting is held
		through other means, the notice of the
		shareholders' general meeting shall specify
		the time and procedures for voting.
		The accidental omission to give notice of a
		meeting to, or the failure to receive the notice
		of a meeting by, any person entitled to receive
		such notice, shall not invalidate the meeting
		and the resolutions passed at the meeting.
		1

No.	Original Articles	Revised Articles
70.	Article 79 If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text.	Article 79 If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text. To be deleted, with article numbers to be
		adjusted accordingly
71.	Article 80 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:	Article 56 If the election of directors or supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose particulars of the candidates for directors or supervisors, which shall at least include:
	(I) personal particulars, including educational background, work experience, and part-time jobs;	(I) personal particulars, including educational background, work experience, and part-time jobs;
	(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;	(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;
	(III) their shareholdings in the Company;	(III) their shareholdings in the Company;
	(IV) whether they are subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges;	(IV) whether they are subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges;
	(V) information of the directors or supervisors newly appointed, re-elected or re-designated required to be disclosed under the Hong Kong Listing Rules.	(V) information of the directors or supervisors newly appointed, re-elected or re-designated required to be disclosed under the Hong Kong Listing Rules.
	Election of each candidate for director or supervisor shall be conducted by separate resolution.	Except for the election of directors and supervisors through cumulative voting, election of each candidate for director or supervisor shall be conducted by separate resolution.

No.	Original Articles	Revised Articles
72.	Article 83 All shareholders of the Company	Article 59 All holders of the Company's
	or their proxies shall be entitled to attend the	ordinary shares (including preferred
	shareholders' general meeting and vote in	shareholders with restored voting rights)
	accordance with the applicable laws,	whose names appear in the register of
	regulations and these articles of association.	shareholders as of the record of or their
		proxies shall be entitled to attend the
	Any shareholder may attend the shareholders'	shareholders' general meeting and vote in
	general meeting in person or appoint one or	accordance with the applicable laws,
	more persons (whether or not such persons	regulations and these articles of association.
	are shareholders) as his/her proxies to	
	attend and vote on his/her behalf, and the	Any shareholder may attend the shareholders'
	proxies so appointed may exercise the	general meeting in person or appoint one or
	following rights pursuant to the	more persons (whether or not such persons are
	authorizations from such shareholder:	shareholders) as his/her proxies to attend,
		speak and vote on his/her behalf. And the
	(I) the shareholder's rights to speak at the	proxies so appointed may exercise the
	shareholders' general meeting;	following rights pursuant to the authorizations
	environ and and and and and and and and and an	from such shareholder:
	(II) the rights to demand by himself/herself	from such shurcholder.
	or jointly with others in voting by way of	(I) the shareholder's rights to speak at the
	poll;	shareholders' general meeting;
	pon,	shareholders general meeting,
	(III) the rights to vote by show of hands or	(II) the rights to demand by himself/herself or
	by poll, except that if a shareholder has	jointly with others in voting by way of poll;
	appointed more than one proxy, such	
	proxies may only exercise their voting	(III) the rights to vote by show of hands or by
	rights by poll.	poll, except that if a shareholder has appointed
		more than one proxy, such proxies may only
		exercise their voting rights by poll.
73.	Article 86 The proxy form issued by a	Article 62 The proxy form issued by a
75.	shareholder to appoint a proxy to attend any	shareholder to appoint a proxy to attend any
	shareholders' general meeting shall contain	shareholders' general meeting shall contain
	the following:	the following:
	the following.	the following.
	(I) name of the proxy;	(I) name of the proxy;
	(II) the number of shares of the principal	(II) the number of shares of the principal
	represented by the proxy;	represented by the proxy;
	(III) whether the proxy has voting rights;	(III) whether the proxy has voting rights;
	(IV) indication of consent, objection or	(IV) indication of consent, objection or
	abstention concerning each proposal to be	abstention concerning each proposal to be
	resolved on the agenda of the general meeting;	resolved on the agenda of the general meeting;
		general meeting,
	(V) whether the proxy has the right to vote on	(V) whether the proxy has the right to vote on
	extempore motions that may be added to the	extempore motions that may be added to the
	agenda of the general meeting and the specific	agenda of the general meeting and the specific
	instructions as to what vote to cast if he/she	instructions as to what vote to cast if he/she
	has such right to vote;	has such right to vote;

No.	Original Articles	Revised Articles
	(VI) the date of signing of the instrument and	(VI) the date of signing of the instrument and
	term of validity;	term of validity;
	(VII) if more than one proxy is so appointed,	(VII) if more than one proxy is so appointed,
	the instrument of appointment shall specify	the instrument of appointment shall specify
	the number of shares represented by each	the number of shares represented by each
	proxy so appointed;	proxy so appointed;
	(VIII) the signature (or seal) of the principal.	(VIII) the signature (or seal) of the principal.
	If the principal is a corporate shareholder, the	If the principal is a corporate shareholder, the
	seal of the corporate shall be affixed, or	seal of the corporate shall be affixed, or
	submitted through the designated electronic	submitted through the designated electronic
	address or other electronic means.	address or other electronic means or submitted
		through the designated electronic address or
	Any proxy forms issued to a shareholder by	other electronic means.
	the board of directors of the Company for	
	use in appointing a proxy shall be in such	Any proxy forms issued to a shareholder by
	format as to enable the shareholder to	the board of directors of the Company for use
	instruct the proxy to vote in favor of or	in appointing a proxy shall be in such format
	against the proposals according to his/her	as to enable the shareholder to instruct the
	free will, and instructions shall be given in	proxy to vote in favor of or against the
	respect of each single matter to be voted on	proposals according to his/her free will, and
	at the meeting. The proxy forms shall	instructions shall be given in respect of each
	contain a statement that in the absence of	single matter to be voted on at the meeting.
	specific instructions by the shareholder,	The proxy forms shall contain a statement that
	whether the proxy may vote as he/she thinks	in the absence of specific instructions by the
	fit.	shareholder, whether the proxy may vote as
		he/she thinks fit.
74.		(newly added)
		Article 63 The proxy forms shall contain a
		statement that in the absence of specific
		instructions by the shareholder, whether the
		proxy may vote as he/she thinks fit.

No. Original Articles	Revised Articles
No.Original Articles75.Article 87 The instrument appointing a	Article 64 The instrument appointing a voting
voting proxy shall be placed at the domicile	proxy shall be placed at the domicile of the
of the Company or at such other places as	Company or at such other places as specified
specified in the notice of convening the	in the notice of convening the meeting 24
meeting 24 hours prior to convening of the	hours prior to convening of the meeting at
meeting at which the proxy is authorized to	which the proxy is authorized to vote or 24
vote or 24 hours prior to the designated	hours prior to the designated time of voting.
time of voting. Where the instrument	Where the instrument authorizing the proxy to
authorizing the proxy to vote is signed by	vote is signed by another person authorized by
another person authorized by the principal, the	the principal, the authorization letter or other
authorization letter or other documents	documents authorizing the signatory shall be
authorizing the signatory shall be notarized.	notarized. The notarized authorized letter or
The notarized authorized letter or other	other authorized documents shall be placed
authorized documents shall be placed together	together with the instrument appointing the
with the instrument appointing the voting	voting proxy at the domicile of the Company
proxy at the domicile of the Company or at	or at such other places as specified in the
such other places as specified in the notice of	notice of convening the meeting.
convening the meeting.	
	Where the principal is a legal person, its legal
Where the principal is a legal person, its legal	representative or the person authorized by
representative or the person authorized by	resolution of its board of directors or other
resolution of its board of directors or other	decision-making body shall be entitled to
decision-making body shall be entitled to	attend the shareholders' general meetings of
attend the shareholders' general meetings of	the Company as the representative of such
the Company as the representative of such	legal person.
legal person.	
	Where the entrusting party is deceased or
Where the entrusting party is deceased or	incapacitated to act or whose appointment or
incapacitated to act or whose appointment	signed proxy form is withdrawn or the
or signed proxy form is withdrawn or the	relevant shares have been transferred prior to
relevant shares have been transferred prior	the voting, a vote given by a proxy in
to the voting, a vote given by a proxy in	accordance with the terms of the proxy form
accordance with the terms of the proxy	shall remain valid as long as the Company has
form shall remain valid as long as the	not received a written notice of such matters
Company has not received a written notice	before the commencement of the relevant
of such matters before the commencement	meeting.
of the relevant meeting.	

No.	Original Articles	Revised Articles
76.		(newly added)
		Article 67 When the shareholders' general meeting is convened, all members of the board of directors, supervisors, and the board secretary shall attend the meeting, while the general manager and other senior officers shall attend the meeting but without voting rights.
77.	SECTION 6 VOTING AND RESOLUTIONS	SECTION 6 VOTING AND RESOLUTIONS
	OF SHAREHOLDERS' GENERAL	OF SHAREHOLDERS' GENERAL
	MEETINGS	MEETINGS
	Article 98 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.	Article 76 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.
	Ordinary resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights.	Ordinary resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights.
	Special resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.	Special resolutions of the shareholders' general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.

No.	Original Articles	Revised Articles
78.	Article 99 Resolutions of the shareholders' general meeting	Article 77 Resolutions of the shareholders' general meeting
	(I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association:	(I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association:
	(1) the work reports of the board of directors and the supervisory committee;	(1) the work reports of the board of directors and the supervisory committee;
	(2) the profit distribution plans and plans for making up losses drafted by the board of directors;	(2) the profit distribution plans and plans for making up losses drafted by the board of directors;
	(3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration;	(3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration;
	 (4) the annual budgets and final accounts, balance sheets, profit statements and other financial statements of the Company; (5) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution. (II) The following matters shall be adopted by special resolution at the shareholders' general meeting: (1) the increase or reduction of the registered capital and issuance of any class of shares, warrants and other similar securities by the Company; (2) the amendment of these articles of association of the Company; (3) the issuance of corporate bonds and the listing of securities of the Company; (4) the merger, division, dissolution, 	 (4) the annual budgets and final accounts, balance sheets, profit statements and other financial statements as well as annual reports of the Company; (5) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution. (II) The following matters shall be adopted by special resolution at the shareholders' general meeting: (1) the increase or reduction of the registered capital and issuance of any class of shares, warrants and other similar securities by the Company; (2) the amendment of these articles of association of the issuance of corporate bonds and the bit is a first of the following state of t
	(4) the merger, division, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;	listing of securities of the Company;(4) the merger, split-up, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;

Original Articles	Revised Articles
(5) the purchase or sale of material asset(s)	(5) the purchase or sale of material asset(s) or
or the provision of security by the Company	the provision of security by the Company
within one year with the amount(s) exceeding	within one year with the amount(s) exceeding
30% of the total assets of the Company, except	30% of the latest audited total assets of the
those needed for the daily operation of the	Company, except those needed for the daily
Company or the provision of security for the	operation of the Company or the provision of
Company;	security for the Company;
(6) equity incentive plans of the Company;	(6) equity incentive plans of the Company;
(7) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.	(7) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.
When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders.	When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected shareholders. Article 101 The Company shall ensure the
	convenience for shareholders to attend
	shareholders' general meetings by whatever
	means, provided that the shareholders' general
	meetings are held legally and validly.
	meetings are nere regarry and variary.
vanury.	To be delated with outide numbers to be
	To be deleted, with article numbers to be adjusted accordingly
	 (5) the purchase or sale of material asset(s) or the provision of security by the Company within one year with the amount(s) exceeding 30% of the total assets of the Company, except those needed for the daily operation of the Company or the provision of security for the Company; (6) equity incentive plans of the Company; (7) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders general meeting. When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting

No.	Original Articles	Revised Articles
80.	Article 102 Lists of nominations for the candidates for directors or supervisors shall be put forward by way of proposal at the shareholders' general meetings for voting.	Article 79 Lists of nominations for the candidates for directors or supervisors shall be put forward by way of proposal at the shareholders' general meetings for voting.
	The method and procedure for nominating candidates for directors and supervisors are as follows:	The method and procedure for nominating candidates for directors and supervisors are as follows:
	(I) The incumbent board of directors, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates (excluding independent non-executive directors) for the next session of the board of directors or for filling the casual vacancies of the board of directors without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for directors shall be proposed by the board of directors to a shareholders' general meeting for voting.	(I) The incumbent board of directors, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates (excluding independent non-executive directors) for the next session of the board of directors or for filling the casual vacancies of the board of directors without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent board of directors. The qualified candidates for directors to a shareholders' general meeting for voting.
	(II) The incumbent supervisory committee, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates who are not employee representatives for the next session of the supervisory committee or for filling the casual vacancies of the supervisory committee without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent supervisory committee. The qualified candidates for supervisors shall be proposed to a shareholders' general meeting by the supervisors who are employee representatives shall be elected through an employee representative meeting and become a member of the supervisory committee directly.	(II) The incumbent supervisory committee, shareholders individually or in aggregate continuously holding 3% or more of the shares of the Company, may nominate candidates who are not employee representatives for the next session of the supervisory committee or for filling the casual vacancies of the supervisory committee without exceeding the number of persons to be elected. The qualifications of the candidates shall be reviewed by the incumbent supervisory committee. The qualified candidates for supervisors shall be proposed to a shareholders' general meeting by the supervisors who are employee representatives shall be elected through an employee representative meeting and become a member of the supervisory committee directly.

No.	Original Articles	Revised Articles
INO.	Original Articles (III) The incumbent board of directors,	(III) The incumbent board of directors,
	supervisory committee, shareholders	supervisory committee, shareholders
	individually or in aggregate continuously	individually or in aggregate continuously
	holding 1% or more of the shares of the	holding 1% or more of the shares of the
	Company, may nominate candidates for	Company, may nominate candidates for
	independent non-executive directors to the	independent non-executive directors to the
	shareholders' general meeting. The	shareholders' general meeting. The
	qualifications of the candidates shall be	qualifications of the candidates shall be
	reviewed by the incumbent board of directors.	reviewed by the incumbent board of directors.
	The qualified candidates for independent non-	The qualified candidates for independent non-
	executive directors shall be proposed by the	executive directors shall be proposed by the
	board of directors to a shareholders' general	board of directors to a shareholders' general
	meeting for voting.	meeting for voting.
	incoming for formig.	incoming for voting.
	(IV) The above-mentioned proposals	(IV) The above-mentioned proposals
	submitted by the board of directors, the	submitted by the board of directors, the
	supervisory committee and shareholders with	supervisory committee and shareholders with
	the right to nominate to the convener of the	the right to nominate to the convener of the
	shareholders' general meeting shall include	shareholders' general meeting shall include
	relevant information such as the identity	relevant information such as the identity
	certificates, resumes and basic particulars of	certificates, resumes and basic particulars of
	the candidates for directors and supervisors.	the candidates for directors and supervisors.
	The board of directors shall disclose the	The board of directors shall disclose the
	details of the candidates for directors and	details of the candidates for directors and
	supervisors before the convening of the	supervisors before the convening of the
	shareholders' general meeting.	shareholders' general meeting.
	(V) The Company shall set aside a period of	(V) The Company shall set aside a period of
	time before the convening of the meeting in	time before the convening of the meeting in
	respect of the nomination of candidates for	respect of the nomination of candidates for
	directors by shareholders. Within this period,	directors by shareholders. Within this period,
	shareholders may issue a written notice to the	shareholders may issue a written notice to the
	Company in respect of the nomination a	Company in respect of the nomination a
	candidate for director, and such candidate may	candidate for director, and such candidate may
	issue a written notice regarding the indication	issue a written notice regarding the indication
	of his/her intention to accept the nomination	of his/her intention to accept the nomination
	to the Company. The aforementioned period	to the Company. The aforementioned period
	shall be at least seven days commencing on,	shall be at least seven days commencing on,
	and no earlier than, the day following the	and no earlier than, the day following the
	dispatch of the notice of the convening of such	dispatch of the notice of the convening of such
	meeting until no later than seven days prior to	meeting until no later than seven days prior to
	the date of such meeting.	the date of such meeting.

No.	Original Articles	Revised Articles
81.	Article 105 The resolutions submitted to the	Article 82 The resolutions submitted to the
01.	shareholders' general meeting of the	shareholders' general meeting of the
	Company shall be voted by open ballot.	Company shall be voted by open ballot.
	However, subject to the requirements of the	However, subject to the requirements of the
	stock exchange in the place where the	stock exchange in the place where the shares
		of the Company are listed, the chairman of the
	shares of the Company are listed, the	
	chairman of the meeting may, in accordance with the principle of good faith, allow	meeting may, in accordance with the principle
		of good faith, allow resolutions purely related
	resolutions purely related to procedural or	to procedural or administrative matters to be
	administrative matters to be voted on by a	voted on by a show of hands.
0.2	show of hands.	Artists 100 Wilson a settlike demonstration the
82.	Article 106 Where a poll is demanded on the	Article 106 Where a poll is demanded on the
	matters relating to the election of chairman	matters relating to the election of chairman or
	or the adjournment of the meeting, a poll	the adjournment of the meeting, a poll shall be
	shall be taken forthwith. Where a poll is	taken forthwith. Where a poll is demanded on
	demanded on any other matter, it shall be	any other matter, it shall be taken at such time
	taken at such time as the chairman of the	as the chairman of the meeting may decide,
	meeting may decide, and the meeting may	and the meeting may proceed to discuss other
	proceed to discuss other matters, while the	matters, while the results of the poll shall still
	results of the poll shall still be regarded as	be regarded as a resolution passed at that
	a resolution passed at that meeting.	meeting.
		To be deleted with anticle more hours to be
		To be deleted, with article numbers to be
83.	Article 107 When a poll is taken at a	adjusted accordingly Article 107 When a poll is taken at a meeting,
05.	meeting, a shareholder (including his/her	a shareholder (including his/her proxy)
	proxy) entitled to two or more votes need	entitled to two or more votes need not cast all
	not cast all his/her votes in the same way.	his/her votes in the same way.
		To be deleted, with article numbers to be
		adjusted accordingly
84.	Article 108 Where the number of votes for	Article 108 Where the number of votes for and
04.	and against are equal, the chairman of the	against are equal, the chairman of the meeting
	meeting shall be entitled to cast one	shall be entitled to cast one additional vote,
	additional vote, irrespective of voting by	irrespective of voting by show of hands or by
	show of hands or by poll.	poll.
	snow of nanus of by pon.	pon.
		To be deleted, with article numbers to be
		adjusted accordingly
		aujusitu attorumgiy

No.	Original Articles	Revised Articles
85.	Article 110 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.	Article 84 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.
	The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.	The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.
	Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers and major shareholders, involved in the voting in person or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.	Until the formal announcement of the voting results, relevant parties, such as the companies, vote counters, scrutineers and major shareholders, involved in the voting in person or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.
86.	Article 112 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. If a vote recount is conducted at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.	Article 86 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. If a vote recount is conducted at a shareholders' general meeting, the result thereof shall be recorded in the minutes of the meeting.
87.		(newly added) <u>Article 90 Where the shareholders' general</u> meeting passes a proposal regarding cash dividends, bonus shares or capitalization of capital reserve, the Company shall implement specific plans within two months following the conclusion of the meeting.

No.	Original Articles	Revised Articles
88.	SECTION 7 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS	SECTION7SPECIALVOTINGPROCEDURESFORCLASSSHAREHOLDERS
	Article 116 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, regulations and these articles of association.	Article 116 Shareholders holding different elasses of shares shall be elass shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, regulations and these articles of association.
	The Company shall, where appropriate, ensure that holders of preferential shares will be entitled to sufficient voting rights.	The Company shall, where appropriate, ensure that holders of preferential shares will be entitled to sufficient voting rights.
		To be deleted, with article numbers to be adjusted accordingly
89.	Article 117 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the approval by a special resolution at a shareholders' general meeting and approval by the affected classes of shareholders at separate meetings convened in accordance with articles 119 to 124 of these articles of association. Where the holder of domestic shares of the Company transfers all or part of the shares held by him/her to an overseas investor and list them on the overseas stock exchange for trading, or converts all or part of his/her domestic unlisted shares into overseas- listed foreign shares and list them on the overseas stock exchange for trading, it shall not be considered as a proposed change or abolishment of the rights of class shareholders by the Company.	Article 117 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the approval by a special resolution at a shareholders' general meeting and approval by the affected classes of shareholders at separate meetings convened in accordance with articles 119 to 124 of these articles of association. Where the holder of domestic shares of the Company transfers all or part of the shares held by him/her to an overseas investor and list them on the overseas stock exchange for trading, or converts all or part of his/her domestic unlisted shares into overseas-listed foreign shares and list them on the overseas stock exchange for trading, it shall not be considered as a proposed change or abolishment of the rights of class shareholders by the Company.
		To be deleted, with article numbers to be adjusted accordingly
90.	Article 118 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholder:	Article 118 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholder:
	(I) an increase or reduction in the number of shares of such class, or an increase or reduction in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class;	(I) an increase or reduction in the number of shares of such class, or an increase or reduction in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class;

No.	Original Articles	Revised Articles
	(II) a conversion of all or part of the shares	(II) a conversion of all or part of the shares of
	of such class into those of another class, or	such class into those of another class, or vice
	vice versa, or a grant of such conversion	versa, or a grant of such conversion rights;
	rights;	
		(III) the removal or reduction of rights to
	(III) the removal or reduction of rights to	accrued dividends or rights to cumulative
	accrued dividends or rights to cumulative	dividends attached to the shares of such class;
	dividends attached to the shares of such	
	class;	(IV) the reduction or removal of a dividend
		preference or a priority to the distribution of
	(IV) the reduction or removal of a dividend	property during liquidation attached to shares
	preference or a priority to the distribution	of such class;
	of property during liquidation attached to	
	shares of such class;	(V) the addition, removal or reduction of
	shures of such cluss,	conversion rights, options, voting rights, right
	(V) the addition, removal or reduction of	of transfer, pre-emptive rights or rights to
	conversion rights, options, voting rights,	obtain securities of the Company attached to
	right of transfer, pre-emptive rights or	shares of such class;
	rights to obtain securities of the Company	shales of such class,
		(VI) the non-evol on reduction of rights
	attached to shares of such class;	(VI) the removal or reduction of rights
		attached to shares of such class to receive
	(VI) the removal or reduction of rights	payments payable by the Company in a
	attached to shares of such class to receive	particular currency;
	payments payable by the Company in a	
	particular currency;	(VII) the creation of a new class of shares
		having voting rights, distribution rights or
	(VII) the creation of a new class of shares	other privileges equal or superior to those of
	having voting rights, distribution rights or	the shares of such class;
	other privileges equal or superior to those	
	of the shares of such class;	(VIII) the restriction on the transfer or
		ownership of the shares of such class or any
	(VIII) the restriction on the transfer or	addition to such restriction;
	ownership of the shares of such class or any	
	addition to such restriction;	(IX) the issuance of rights to subscribe for, or
		convert into, shares of such class or another
	(IX) the issuance of rights to subscribe for,	class;
	or convert into, shares of such class or	
	another class;	(X) the increase of the rights and privileges of
	,	shares of another class;
	(X) the increase of the rights and privileges	,
	of shares of another class;	(XI) the restructuring of the Company where
		the proposed restructuring will result in
	(XI) the restructuring of the Company	different classes of shareholders bearing a
	where the proposed restructuring will	disproportionate degree of liability;
	result in different classes of shareholders	disproportionate degree of hability,
	bearing a disproportionate degree of	(XII) the variation or abrogation of the
	liability;	provisions of these articles of association.
		provisions of most articles of association.
	(XII) the variation or abrogation of the	To be deleted, with article numbers to be
	provisions of these articles of association.	adjusted accordingly
	Provisions of these at heres of association.	aujustou accorumigry

No.	Original Articles	Revised Articles
91.	Article 119 Shareholders of the affected	Article 119 Shareholders of the affected class,
	class, whether or not having the right to	whether or not having the right to vote at the
	vote at the shareholders' general meetings,	shareholders' general meetings, shall
	shall nevertheless have the right to vote at	nevertheless have the right to vote at class
	class meetings in respect of matters	meetings in respect of matters concerning
	concerning paragraphs (II) to (VIII), (XI)	paragraphs (II) to (VIII), (XI) and (XII) of
	and (XII) of article 118 of these articles of	article 118 of these articles of association, but
	association, but interested shareholder(s)	interested shareholder(s) shall not be entitled
	shall not be entitled to vote at class	to vote at class meetings.
	meetings.	
		The "interested shareholder(s)" referred to in
	The "interested shareholder(s)" referred to	the preceding paragraph have the following
	in the preceding paragraph have the	meanings:
	following meanings:	
		(I) In the case of a repurchase of its own
	(I) In the case of a repurchase of its own	shares by the Company by making offers to all
	shares by the Company by making offers to	shareholders on a same pro rata basis or
	all shareholders on a same pro rata basis or	through public dealing on the Hong Kong
	through public dealing on the Hong Kong	Stock Exchange in accordance with article 27
	Stock Exchange in accordance with article	of these articles of association, "interested
	27 of these articles of association,	shareholder" shall refer to the controlling
	"interested shareholder" shall refer to the	shareholder as defined in article 58 of these
	controlling shareholder as defined in article	articles of association;
	58 of these articles of association;	
		(II) In the case of a repurchase of its own
	(II) In the case of a repurchase of its own	shares by the Company through an off-market
	shares by the Company through an off-	agreement outside the Hong Kong Stock
	market agreement outside the Hong Kong Stock Exchange in accordance with article	Exchange in accordance with article 27 of these articles of association, "interested
	27 of these articles of association,	shareholder" shall refer to the shareholder to
	"interested shareholder" shall refer to the	which the proposed agreement relates to;
	shareholder to which the proposed	which the proposed agreement relates to,
	agreement relates to;	(III) In the case of a restructuring of the
	usroement retures to,	Company, "interested shareholder" shall refer
	(III) In the case of a restructuring of the	to a shareholder within a class who bears
	Company, "interested shareholder" shall	liabilities in a proportion less than the burden
	refer to a shareholder within a class who	imposed on other shareholders of that class or
	bears liabilities in a proportion less than the	who has interests different from those held by
	burden imposed on other shareholders of	other shareholders of the same class.
	that class or who has interests different	
	from those held by other shareholders of	To be deleted, with article numbers to be
	the same class.	adjusted accordingly
92.	Article 120 The quorum for a separate class	Article 120 The quorum for a separate class
	meeting (other than an adjourned meeting)	meeting (other than an adjourned meeting) to
	to consider a variation of the rights of any	consider a variation of the rights of any class
	class of shares shall be the holders of at	of shares shall be the holders of at least
	least one-third of the issued shares of that	one-third of the issued shares of that class.
	class.	

No.	Original Articles	Revised Articles
	A resolution of a class meeting shall only be passed in accordance with article 119 of these articles of association by the votes of shareholders present at the class meeting who represent not less than two-thirds of the voting rights.	A resolution of a class meeting shall only be passed in accordance with article 119 of these articles of association by the votes of shareholders present at the class meeting who represent not less than two-thirds of the voting rights. To be deleted, with article numbers to be adjusted accordingly
93.	Article 121 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 15 days (not less than 10 working days) before the extraordinary general meeting, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve the written reply to the Company prior to the date of the meeting.	Article 121 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class 15 days (not less than 10 working days) before the extraordinary general meeting, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve the written reply to the Company prior to the date of the meeting.
	incetting.	To be deleted, with article numbers to be adjusted accordingly
94.	Article 122 If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches not less than half of the total number of shares of that class carrying the voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within 5 days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.	Article 122 If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches not less than half of the total number of shares of that class carrying the voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within 5 days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting. To be deleted, with article numbers to be adjusted accordingly
95.	Article 123 Notice of a class meeting shall only be delivered to the shareholders who are entitled to vote in such class meeting. The procedures pursuant to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of these articles of association in relation to the procedures for convening the shareholders' general meeting shall be applicable to class meetings.	Article 123 Notice of a class meeting shall only be delivered to the shareholders who are entitled to vote in such class meeting. The procedures pursuant to which a class meeting is held shall, to the extent possible, be identical to the procedures according to which a shareholders' general meeting is held. Provisions of these articles of association in relation to the procedures for convening the shareholders' general meeting shall be applicable to class meetings. To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
96.	Article 124 In addition to the holders of	Article 124 In addition to the holders of other
201	other class shares, holders of domestic	elass shares, holders of domestic shares and
	shares and overseas listed foreign shares	overseas listed foreign shares are deemed to
	are deemed to be shareholders of different	be shareholders of different classes.
	classes.	be shareholders of anterent classes.
		The special procedures for approval by class
	The special procedures for approval by	shareholders shall not apply to the following
	class shareholders shall not apply to the	circumstances:
	following circumstances:	circumstances.
	tonowing en cumstances.	(I) where the Company issues, upon approval
	(I) where the Company issues, upon	by a special resolution of its shareholders in
	approval by a special resolution of its	the shareholders' general meeting, domestic
	shareholders in the shareholders' general	shares and overseas listed foreign shares once
	meeting, domestic shares and overseas	every 12 months, either separately or
	listed foreign shares once every 12 months,	concurrently, and the respective numbers of
	either separately or concurrently, and the	domestic shares and overseas listed foreign
	respective numbers of domestic shares and	
	-	shares proposed to be issued do not exceed
	overseas listed foreign shares proposed to	20% of the respective numbers of the issued
	be issued do not exceed 20% of the	domestic shares and overseas listed foreign
	respective numbers of the issued domestic	shares;
	shares and overseas listed foreign shares;	(II) where the Communication within 15
	(II) and any the Common commission within	(II) where the Company completes, within 15
	(II) where the Company completes, within	months from the date on which approval is
	15 months from the date on which approval	given by the securities regulatory authorities
	is given by the securities regulatory	under the State Council, its plan (made at the
	authorities under the State Council, its plan	time of its establishment) to issue domestic
	(made at the time of its establishment) to	shares and overseas listed foreign shares;
	issue domestic shares and overseas listed	
	foreign shares;	(III) where, with the approval of the securities
	(III) where with the environment of the	regulatory authorities under the State Council,
	(III) where, with the approval of the	the holders of domestic shares of the Company
	securities regulatory authorities under the	transfer the shares held by them to overseas
	State Council, the holders of domestic	investors and list them in the overseas stock
	shares of the Company transfer the shares	exchanges, or convert all or part of their
	held by them to overseas investors and list	domestic unlisted shares into overseas-listed
	them in the overseas stock exchanges, or	foreign shares and list them on the overseas
	convert all or part of their domestic	stock exchanges for trading.
	unlisted shares into overseas-listed foreign	
	shares and list them on the overseas stock	To be deleted, with article numbers to be
	exchanges for trading.	adjusted accordingly

No.	Original Articles	Revised Articles
97.	CHAPTER 5 BOARD OF DIRECTORS	CHAPTER 5 BOARD OF DIRECTORS
	SECTION 1 DIRECTORS	SECTION 1 DIRECTORS
		(newly added)
		Article 91 The directors of the Company shall be individuals, and they shall be disqualified from serving as directors if any of the following circumstances apply:
		(I) a person who has no or restricted capacity for civil conduct;
		(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;
		(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;
		(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;
		(V) a person who has a relatively large amount of debt due and outstanding;
		(VI) a person subject to an ongoing prohibition from entering the securities market imposed by the CSRC;

No.	Original Articles	Revised Articles
		(VII) they are disqualified under other
		provisions stipulated by laws,
		administrative regulations or departmental
		regulations.
		regulations
		If a director is elected or appointed in
		violation of this Article, such election,
		appointment or engagement shall be
		invalid. If a director falls into any of the
		aforementioned situations during his/her
		tenure, his/her directorship shall be
		terminated.
98.	Article 125 Directors shall be elected or	Article 92 Directors shall be elected or
	replaced by shareholders' general meetings	replaced by shareholders' general meetings
	and shall have a term of three years, renewable	and may have their office terminated by the
	upon expiry if re-elected.	shareholders' general meeting prior to the
		expiration of their term. Directors shall have
	The written notification of nomination of a	a term of three years, renewable upon expiry if
	candidate for director and a written consent of	re-elected.
	the candidate shall be served to the Company	
	seven days prior to the date of the	The written notification of nomination of a
	shareholders' general meeting (the	candidate for director and a written consent of
	notification period shall begin from no earlier	the candidate shall be served to the Company
	than the next day following the dispatch of the	seven days prior to the date of the
		shareholders' general meeting (the
	notice of the shareholders' general meeting	notification period shall begin from no earlier
	and end no later than seven days prior to the	
	date of the shareholders' general meeting).	than the next day following the dispatch of the
	The Company shall allow at least seven days	notice of the shareholders' general meeting
	(from the next day following the dispatch of	and end no later than seven days prior to the
	the notice of the shareholders' general	date of the shareholders' general meeting).
	meetings) for submission of such documents	The Company shall allow at least seven days
	by the nominator and the director candidate.	(from the next day following the dispatch of the notice of the shareholders' general
	Shareholders may remove any director before	meetings) for submission of such documents
	the expiry of his/her term of office by ordinary	by the nominator and the director candidate.
	resolution (without prejudice to any claim in	
	accordance with any contract) at the	Shareholders may remove any director before
	shareholders' general meetings subject to the	the expiry of his/her term of office by ordinary
	compliance with laws and administrative	resolution (without prejudice to any claim in
	-	
	regulations.	accordance with any contract) at the
		shareholders' general meetings subject to the
		compliance with applicable laws and
		administrative regulations.

No.	Original Articles	Revised Articles
No.	Original Articles A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the board of directors. The existing director shall continue to perform the duties of a director in accordance with laws, regulations and these articles of association after the expiry of his/her term if no re-election is held in time. The term of office of a person appointed as a director by the board of directors to fill a casual vacancy or as an additional member of the board of directors shall terminate when the next shareholders' annual general meeting is held, and such person shall be eligible for re-election.	Revised Articles A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the board of directors. The existing director shall continue to perform the duties of a director in accordance with laws, regulations and these articles of association after the expiry of his/her term if no re-election is held in time. The term of office of a person appointed as a director by the board of directors to fill a casual vacancy or as an additional member of the board of directors shall terminate when the next—first shareholders' annual general meeting following his/her appointment is held, and such person shall be eligible for re-election.
	The general manager and senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve as the general manager and senior management members shall not be more than half of the total number of directors of the Company.	The general manager and senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve as the general manager and senior management members shall not be more than half of the total number of directors of the Company.
	Directors are not required to hold shares of the Company.	Directors are not required to hold shares of the Company.
99.	Article 126 Any director who leaves office before the expiry of his/her term of office without permission shall be liable for any loss of the Company arising therefrom. Subject to the laws, regulations and these	Article 126 Any director who leaves office before the expiry of his/her term of office without permission shall be liable for any loss of the Company arising therefrom. Subject to the laws, regulations and these
	articles of association, the shareholders' general meetings may remove any director before the expiry of his/her term of office, provided that the shareholders' general meetings shall not remove any director without cause and that such removal shall not affect the contractual rights of such director to claim for damages.	articles of association, the shareholders' general meetings may remove any director before the expiry of his/her term of office, provided that the shareholders' general meetings shall not remove any director without cause and that such removal shall not affect the contractual rights of such director to claim for damages.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
100.		(newly added)
		Article 93 Directors have a fiduciary duty to the Company and shall faithfully fulfill the following obligations in accordance with applicable laws, administrative regulations, and these Articles of Association:
		(I) not to abuse their authority of office to accept bribes or other illegal income and not to misappropriate the properties of the Company.
		(II) not to misappropriate funds of the <u>Company;</u>
		(III) not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company;
		(IV) not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);
		(V) not to enter into any contracts or conduct any transactions with the Company that violate these Articles of Association or occur without the approval of the shareholders' general meeting;
		(VI) not to abuse their power to garner business opportunities that rightfully belong to the Company for themselves or others, either by operating similar businesses as the Company or conducting such businesses on behalf of others, without the consent of the shareholders' general meeting;
		(VII) not to retain personal commissions from transactions with the Company;
		(VIII) not to disclose any confidential information of the Company without authorization;

No.	Original Articles	Revised Articles
	0	(IX) not to exploit their affiliated
		relationships to harm the interests of the
		Company;
		(X) fulfilling other fiduciary obligations as
		stipulated by applicable laws,
		administrative regulations, departmental
		rules, and these Articles of Association.
		Any proceeds received by directors in
		breach of this Article shall be claimed by
		the Company, and they shall be held liable
		for compensating the Company for any
		losses incurred.
101.	Article 127 The directors shall comply with	Article 94 The directors shall comply with the
	the laws, regulations and these articles of	laws, regulations and these articles of
	association and shall faithfully perform the	association and shall faithfully perform the
	following responsibilities:	following responsibilities:
	(I) exercising the power granted by the	(I) exercising the power granted by the
	Company with prudence, conscientiousness	Company with prudence, conscientiousness
	and diligence to ensure that the business	and diligence to ensure that the business
	operations of the Company are in compliance with the laws, regulations and economic	operations of the Company are in compliance with the laws, regulations and economic
	policies of China and business operations of	policies of China and business operations of
	the Company are within the scope under its	the Company are within the scope under its
	business license;	business license;
	business neense,	business neense,
	(II) treating all shareholders equally;	(II) treating all shareholders equally;
	(III) keeping abreast of the business	(III) keeping abreast of the business
	operations and management of the Company;	operations and management of the Company;
	(IV) giving written acknowledgement of the	(IV) giving written acknowledgment of the
	regular reports of the Company;	Company's regular reports, ensuring that the
		disclosed information is true, accurate and
	(V) providing true information and materials	<u>complete;</u>
	to the Supervisory Committee without	
	interfering the Supervisory Committee or	(V) providing true information and materials
	supervisors in the exercise of their duties;	to the Supervisory Committee without
		interfering the Supervisory Committee or
	(VI) fulfilling other obligations of diligence as	supervisors in the exercise of their duties;
	stipulated by the laws, regulations and these	
	articles of association.	(VI) fulfilling other obligations of diligence as
		stipulated by the laws, regulations and these
		articles of association.

No.	Original Articles	Revised Articles
102.	Article 129 Directors may request to resign	Article 96 Directors may request to resign
	prior to the expiry of their term of office. The	prior to the expiry of their term of office. The
	resigning director shall submit a written	resigning director shall submit a written
	resignation to the board of directors. Subject	resignation to the board of directors. Subject
	to the laws, regulations and regulatory rules	to the laws, regulations and regulatory rules of
	of the place where the shares of the	the place where the shares of the Company are
	Company are listed, if the board of	listed, if the board of directors appoints a new
	directors appoints a new director to fill the	director to fill the casual vacancy or as an
	casual vacancy or as an addition to the	addition to the board of the directors, the term
	board of the directors, the term of office of	of office of such director shall terminate at the
	such director shall terminate at the first	first general meeting after his/her
	general meeting after his/her appointment,	appointment, and the director shall be eligible
	and the director shall be eligible for re-	for re-election thereat. All directors to be
	election thereat. All directors to be	appointed to fill casual vacancies shall be
	appointed to fill casual vacancies shall be	subject to shareholder election at the first
	subject to shareholder election at the first	general meeting after appointment.
	general meeting after appointment.	
		If any director resigns such that the
	If any director resigns such that the	membership of the board of directors falls
	membership of the board of directors falls	short of the number of directors required, such
	short of the number of directors required, such	director shall continue to fulfill his/her duties
	director shall continue to fulfill his/her duties	as director pursuant to laws, regulations and
	as director pursuant to laws, regulations and	these articles of association until a new
	these articles of association until a new	director is elected.
	director is elected.	
		Save as provided in the preceding paragraph,
	Save as provided in the preceding paragraph,	the resignation of a director shall be effective
	the resignation of a director shall be effective	when his/her resignation is served to the board
	when his/her resignation is served to the board	of directors.
	of directors.	

No.	Original Articles	Revised Articles
103.	Article 136 The board of directors shall	Article 103 The board of directors shall
	perform the following responsibilities:	perform the following responsibilities:
	(I) to convene shareholders' general meetings	(I) to convene shareholders' general meetings
	for the board of directors to propose	for the board of directors to propose matters
	matters for approval and to present their work reports at such meetings;	for approval and to present their work reports at such meetings;
	(II) to implement the resolutions of shareholders' general meetings;	(II) to implement the resolutions of shareholders' general meetings;
	(III) to change the scope of business or the name of the Company;	(III) to change the scope of business or the name of the Company;
	(IV) to decide on the business and investment plans of the Company;	(IV) to decide on the business and investment plans of the Company;
	(V) to prepare the annual financial budgets and final accounts of the Company;	(V) to prepare the annual financial budgets and final accounts of the Company;
	(VI) to formulate the profit distribution plans and loss recovery plans of the Company;	(VI) to formulate the profit distribution plans and loss recovery plans of the Company;
	(VII) to propose the increase or reduction of the registered capital of the Company;	(VII) to propose the increase or reduction of the registered capital of the Company;
	(VIII) to propose the issuance of corporate bonds and listing of securities of the Company;	(VIII) to propose the issuance of corporate bonds and listing of securities of the Company;
	(IX) to formulate the plans of merger, division, dissolution or other changes in corporate structure of the Company;	(IX) to formulate the plans of merger, division, dissolution or other changes in corporate structure of the Company;
	(X) to decide the purchase and disposals of major assets of a value exceeding 30% of the latest audited total assets of the Company;	(X) to decide the purchase and disposals of major assets of a value exceeding 30% of the latest audited total assets of the Company;
	(XI) to determine the establishment of the internal management structure and the establishment of branches of the Company;	(XI) to determine the establishment of the internal management structure and the establishment of branches of the Company;

No.	Original Articles	Revised Articles
	(XII) to determine the appointment and	(XII) to determine the appointment and
	dismissal of the general manager and the	dismissal of the general manager and the
	secretary to the board of directors of the	secretary to the board of directors of the
	Company, and the appointment and dismissal	Company, and the appointment and dismissal
	of the deputy general manager, chief financial	of the deputy general manager, chief financial
	officer and the senior management as	officer and the senior management as
	proposed by the general manager and to	proposed by the general manager and to
	determine their remuneration, rewards and	determine their remuneration, rewards and
	punishments;	punishments;
	(XIII) to formulate the general management	(XIII) to formulate the general management
	systems of the Company;	systems of the Company;
	(XIV) to formulate the remuneration and	(XIV) to formulate the remuneration and
	incentive systems of the Company;	incentive systems of the Company;
	(XV) to propose amendments to these articles	(XV) to propose amendments to these articles
	of association;	of association;
	(XVI) to propose to shareholders' general	(XVI) to propose to shareholders' general
	meetings for the appointment or replacement	meetings for the appointment or replacement
	of the accounting firm that provides audit	of the accounting firm that provides audit
	service to the Company;	service to the Company;
	(XVII) to determine the provision of	(XVII) to determine the provision of
	guarantee for third parties not required to be	guarantee for third parties not required to be
	considered by shareholders' general meeting;	considered by shareholders' general meeting;
	(XVIII) to determine the establishment of the	(XVIII) to determine the establishment of the
	subsidiaries and branches of the Company,	subsidiaries and branches of the Company,
	and the reorganization of such subsidiaries;	and the reorganization of such subsidiaries;
	(XIX) to review the work reports of the	(XIX) to review the work reports of the
	general manager of the Company and inspect	general manager of the Company and inspect
	his/her work;	his/her work;
	(XX) to consider and approve the connected	(XX) to consider and approve the connected
	transactions required to be considered and	transactions required to be considered and
	approved by the board of directors in	approved by the board of directors in
	accordance with the laws, regulations, listing	accordance with the laws, regulations, listing
	rules of the stock exchange on which the	rules of the stock exchange on which the
	shares of the Company are listed and these	shares of the Company are listed and these
	articles of association;	articles of association;

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

No.	Original Articles	Revised Articles
	(XXI) other duties conferred by these articles of association or the shareholders' general meeting;	(XXI) other duties conferred by these articles of association or the shareholders' general meeting;
	(XXII) other matters as required in the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.	(XXII) other matters as required in the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.
	The aforesaid matters proposed by the board of directors shall be approved by a simple majority of the directors, except sub-paragraph (VII), (VIII), (IX) and (XV) which shall be approved by more than two-thirds of the directors.	The aforesaid matters proposed by the board of directors shall be approved by a simple majority of the directors, except sub- paragraph (VII), (VIII), (IX) and (XV) which shall be approved by more than two-thirds of the directors.
	The board of directors shall establish four committees, including the audit committee, strategy development committee, nomination committee, and remuneration and evaluation committee. The committees shall be accountable to the board of directors and perform their duties in accordance with these articles of association and the authorization of the board of directors. The proposals of the committees shall be submitted to the board of directors for approval. All members of the committees shall be directors. Independent non-executive directors shall be the majority in the audit committee, nomination committee, and remuneration and evaluation committee, and shall act as conveners. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating the rules of the committees to regulate their operation.	The board of directors shall establish four committees, including the audit committee, strategy development committee, nomination committee, and remuneration and evaluation committee. The committees shall be accountable to the board of directors and perform their duties in accordance with these articles of association and the authorization of the board of directors. The proposals of the committees shall be submitted to the board of directors for approval. All members of the committees shall be directors. Independent non-executive directors shall be the majority in the audit committee, nomination committee, and remuneration and evaluation committee, and shall act as conveners. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for formulating the rules of the committees to regulate their operation.
	Matters beyond the scope of authorization given by the shareholders' general meetings shall be submitted to the shareholders' general	Matters beyond the scope of authorization given by the shareholders' general meetings shall be submitted to the shareholders' general

meetings for consideration.

meetings for consideration.

No.	Original Articles	Revised Articles
104.	Article 137 The board of directors shall not	Article 137 The board of directors shall not
	dispose or agree to dispose fixed assets	dispose or agree to dispose fixed assets
	without prior approval of the shareholders'	without prior approval of the shareholders'
	general meetings if the estimated value of	general meetings if the estimated value of
	fixed assets proposed for disposal by the	fixed assets proposed for disposal by the board
	board of directors, when aggregated with	of directors, when aggregated with value of
	value of fixed assets disposed of within four	fixed assets disposed of within four months
	months before the proposed disposal,	before the proposed disposal, exceeds 33% of
	exceeds 33% of the fixed assets of the	the fixed assets of the Company as set out in
	Company as set out in the latest balance	the latest balance sheet presented at the
	sheet presented at the shareholders' general meeting.	shareholders' general meeting.
		The "disposal of fixed assets" referred to in
	The "disposal of fixed assets" referred to in	this article refer to the transfer of interests in
	this article refer to the transfer of interests	assets, but not including the provision of
	in assets, but not including the provision of guarantees with fixed assets.	guarantees with fixed assets.
		The validity of transactions regarding the
	The validity of transactions regarding the	disposal of fixed assets by the Company shall
	disposal of fixed assets by the Company	not be affected due to the violation of the first
	shall not be affected due to the violation of	paragraph of this article.
	the first paragraph of this article.	
		To be deleted, with article numbers to be adjusted accordingly
105.	Article 145 Meetings of the board of directors include regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year on a quarterly basis. An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors, more than a half of the independent non-executive directors, the general manager , or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.	Article 111 Meetings of the board of directors include regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year on a quarterly basis. An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors, more than a half of the independent non-executive directors, the general manager, or the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request. Article 112 An extraordinary board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors or the board of supervisors. The chairman of the board of supervisors. The chairman of the board meeting may be requested by shareholders holding more than one tenth of the total number of shares carrying voting rights, more than one third of the directors or the board of supervisors. The chairman of the board of supervisors. The chairman of the board of supervisors. The chairman of the board of directors shall convene and chair the board meeting within ten days after receiving such request.

No.	Original Articles	Revised Articles
106.	Article 146 A written notice of board meetings shall be served 14 days before the date of a regular meeting and five days before the date of an extraordinary meeting. The notice of a board meeting shall specify:	Article 113 A written notice of board meetings shall be served 14 days before the date of a regular meeting and five days before the date of an extraordinary meeting.
	(I) the date and venue of the meeting;	The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor
	(II) the duration of the meeting;	present and who does not raise any objection to the absence of notice before or
	(III) the reasons for holding the meeting and the matters to be discussed;	at the beginning of the meeting shall be deemed to have been served the notice of the meeting.
	(IV) the name, telephone number or other contact information of the contact person.	Article 114 The notice of a board meeting shall specify:
		(I) the date and venue of the meeting;
		(II) the duration of the meeting;
		(III) the reasons for holding the meeting and the matters to be discussed;
		(IV) the date of notice-the name, telephone number or other contact information of the contact person.
107.	Article 147 The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.	Article 147 The aforesaid notice period may be exempted at the discretion of the board of directors. Any director and supervisor present and who does not raise any objection to the absence of notice before or at the beginning of the meeting shall be deemed to have been served the notice of the meeting.
		To be deleted, with article numbers to be adjusted accordingly
108.	Article 148 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. A resolution of the board of directors shall be passed by more than half of all directors.	Article 115 The quorum of a meeting of the board of directors shall consist of more than one half of all directors. A resolution of the board of directors shall be passed by more than half of all directors.
	When voting on the resolutions of the board of directors, each director shall have one vote.	When voting on the resolutions of the board of directors, each director shall have one vote.
	When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.	When the numbers of votes for and against are equal, the chairman of the board of directors is entitled to a casting vote.

No. Original Articles Revised Articles 109. Article 149 Meetings of the board of directors Article 116 Meetings of the may be held onsite, in the form of written resolutions or other means agreed by all directors. If a board meeting is to be held meeting is to be held	the form of written
may be held onsite, in the form of written may be held onsite, in the resolutions or other means agreed by all resolutions or other me directors. If a board meeting is to be held directors. If a board meeting is to be held directors.	the form of written
directors. If a board meeting is to be held directors. If a board meet	ans agreed by all
	ing is to be held on
onsite, telephone, video or other means can be site, telephone, video or	other means can be
used to facilitate the participation of directors. used to facilitate the participation	cipation of directors.
Directors participating in the meeting by any Directors participating i	in the meeting by
of the aforesaid means shall be deemed as telephone, video or other	any of the aforesaid
attending the meeting. means shall be deemed	l as attending the
meeting.	
If a major shareholder (for the purpose of this	
section only, major shareholders refer to If a major shareholder (fo	
shareholders who individually or jointly hold section only, major sha	
more than 10% of total voting shares of the shareholders who individu	
Company) or a director has significant interest more than 10% of total w	•
in the matter to be considered which is Company) or a director ha	-
considered material by the board of directors, in the matter to be co	
the matter shall be dealt with by a physical considered material by the	
board meeting rather than by written the matter shall be dealt	
resolution. Independent non-executive board meeting rather	•
directors who, and whose close associates (as resolution. Independent	
defined in the Hong Kong Stock Exchange directors who, and whose	
Listing Rules), have no material interest in the defined in the Hong Kor	
transaction should be present at that board Listing Rules), have no ma	
meeting. transaction should be promeeting.	esent at that board
110. Article 152 The board of directors shall keep Article 119 The board of	directors shall keep
minutes of its decisions on the matters minutes of its decision	1
considered at its meetings. The directors considered at its meeti	ngs. The directors
attending the meeting and the person taking attending the meeting and	•
the minutes shall sign the minutes of the the minutes shall sign t	
meeting. meeting.	
The minutes of the board meeting shall be kept The minutes of the board meeting shall be kept	neeting shall be kept
as records of the Company for a period of not as records of the Company	
less than ten years. less than ten years.	- -

No.	Original Articles	Revised Articles
1111.	Article 154 The directors shall be	Article 154 The directors shall be responsible
111.	responsible for the resolutions of the board	for the resolutions of the board of directors. If
	of directors. If a resolution of the board of	a resolution of the board of directors is in
	directors is in violation of any laws,	violation of any laws, administrative
	administrative regulations, these articles of	regulations, these articles of association or
	association or resolutions of shareholders'	
		resolutions of shareholders' general meetings,
	general meetings, resulting in material	resulting in material losses for the Company,
	losses for the Company, the directors who	the directors who participate in the voting of
	participate in the voting of such resolution	such resolution shall be liable to the Company
	shall be liable to the Company for damages.	for damages. However, if a director is proved
	However, if a director is proved to have	to have expressed his/her objection to such
	expressed his/her objection to such	resolution, and the objection has been
	resolution, and the objection has been	recorded in the minutes of the meeting, such
	recorded in the minutes of the meeting,	director shall be released from such liability.
	such director shall be released from such	
	liability.	To be deleted, with article numbers to be
		adjusted accordingly
112.	Article 155 All reasonable expenses of	Article 155 All reasonable expenses of
	directors for attending board meetings shall	directors for attending board meetings shall be
	be borne by the Company. The Company	borne by the Company. The Company shall
	shall provide directors with the greatest	provide directors with the greatest protection
	protection permitted by applicable laws,	permitted by applicable laws, including but
	including but not limited to indemnifying	not limited to indemnifying directors from
	directors from liability to third parties	liability to third parties arising from the
	arising from the exercise of their duties.	exercise of their duties.
		To be deleted, with article numbers to be
		adjusted accordingly
113.	Article 157 The provisions of these articles of	Article 122 The provisions of these Articles
	association concerning directors' duties of	of Association pertaining to the
	loyalty and of clauses (IV) - (VI) of Article	disqualification of individuals from serving
	127 concerning the duty of diligence shall also	as directors shall equally apply to the senior
	apply to the members of the senior	management.
	management.	
		The provisions of these articles of association
		concerning directors' duties of loyalty and of
		clauses (IV) – (VI) of Article 94 Article 127
		concerning the duty of diligence shall also
		apply to the members of the senior
		management.

No.	Original Articles	Revised Articles
114.	Article 158 No person of the Company who holds a position other than a director or supervisor in other entities under the control of the controlling shareholder or actual controller of the Company shall act as a member of the senior management in the Company.	Article 123 No person of the Company who holds a position other than a director or supervisor in other entities under the control of the controlling shareholder or actual controller of the Company shall act as a member of the senior management in the Company.
		The senior management of the Company shall receive remuneration solely from the Company and not from the controlling shareholders.
115.	Article 160 The general manager shall be accountable to the board of directors and shall have the following responsibilities:	Article 125 The general manager shall be accountable to the board of directors and shall have the following responsibilities:
	(I) to manage the production and operation of the Company, to implement the resolutions of the board of directors, and to report to the board of directors;	(I) to manage the production and operation of the Company, to implement the resolutions of the board of directors, and to report to the board of directors;
	(II) to determine the annual business plan, investment plan, financial budget and final accounts of the Company for approval by the board of directors, and to implement the annual business plan, investment plan and financial budget of the Company;	(II) to determine the annual business plan, investment plan, financial budget and final accounts of the Company for approval by the board of directors, and to implement the annual business plan, investment plan and financial budget of the Company;
	(III) to convene and preside over the general manager's office meetings;	(III) to convene and preside over the general manager's office meetings;
	(IV) to determine the internal management organization of the Company;	(IV) to determine the internal management organization of the Company;
	(V) to determine the general management system of the Company;	(V) to determine the general management system of the Company;
	(VI) to determine the rules and regulations of the Company;	(VI) to determine the rules and regulations of the Company;
	(VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors;	(VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors;
	(VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors;	(VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors;
	(IX) to propose to convene extraordinary meetings of the board of directors;	(IX) to propose to convene extraordinary meetings of the board of directors;

No.	Original Articles	Revised Articles
	(X) other responsibilities conferred by these articles of association or the board of directors.	(X) other responsibilities conferred by these articles of association or the board of directors.
	The general manager may attend the meetings of the board of directors, but has no voting rights at the meetings if he/she is not a director of the Company.	The general manager may attend the meetings of the board of directors , but has no voting rights at the meetings if he/she is not a director of the Company.
116.	Article 164 The general manager shall report the execution and implementation of material contracts of the Company, application of funds and unforeseeable major events of the Company upon the request of the board of directors. The general manager shall ensure that such reports are true and accurate.	Article 164 The general manager shall report the execution and implementation of material contracts of the Company, application of funds and unforeseeable major events of the Company upon the request of the board of directors. The general manager shall ensure that such reports are true and accurate.
		To be deleted, with article numbers to be adjusted accordingly
117.	Article 167 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.	Article 131 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.
118	Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall not perform the act in such dual capacity.	Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall not perform the act in such dual capacity.
118.		(newly added) Article 133 The senior management shall faithfully fulfill their duties and protect the best interests of the Company and all shareholders. Should the senior management fail to faithfully fulfill their duties or violate their fiduciary obligations, thereby jeopardizing the interests of the Company and its public shareholders, they shall be held liable for compensation in accordance with the law.

No.	Original Articles	Revised Articles
119.	CHAPTER 7 SUPERVISORY COMMITTEE	CHAPTER 7 SUPERVISORY COMMITTEE
	SECTION 1 SUPERVISORS	SECTION 1 SUPERVISORS
	Article 169 Directors, the general manager and senior management members shall not serve concurrently as supervisors.	Article 134 <u>The provisions of these Articles</u> of Association pertaining to the disqualification of individuals from serving as directors shall equally apply to <u>supervisors.</u> Directors, the general manager and senior management members shall not serve concurrently as supervisors.
120.		(newly added)
		Article 138 Supervisors are obligated to ensure the accuracy, truthfulness and completeness of the information disclosed by the Company, and to give written acknowledgment of the regular reports.
121.	SECTION 2 SUPERVISORY COMMITTEE	SECTION 2 SUPERVISORY COMMITTEE
	Article 176 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.	Article 142 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.
	The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by not less than two-thirds of the members of the supervisory committee.	The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by not less than two-thirds <u>half of the members of the</u> supervisory committee.
	The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.	The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.
122.	Article 177 The supervisory committee shall be accountable and report to the shareholders' general meeting, and shall perform the following responsibilities:	Article 143 The supervisory committee shall be accountable and report to the shareholders' general meeting, and shall perform the following responsibilities:
	(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;	(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;
	(II) examining the financial matters of the Company;	(II) examining the financial matters of the Company;

No.	Original Articles	Revised Articles
	(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;	(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;
	(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;	(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;
	(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;	(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;
	(VI) proposing motions to shareholders' general meetings;	(VI) proposing motions to shareholders' general meetings;
	(VII) suing directors or senior management members in accordance with the Company Law;	(VII) suing directors or senior management members in accordance with the Company Law;
	(VIII) examining the financial reports, business reports, profit distribution plans and other financial information submitted to shareholders' general meetings by the board of directors and, if in doubt, engaging certified accountants or auditors to review such information on behalf of the Company;	(VIII) examining the financial reports, business reports, profit distribution plans and other financial information submitted to shareholders' general meetings by the board of directors and, if in doubt, engaging certified accountants or auditors to review such information on behalf of the Company;
	(IX) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;	(VIII) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;
	(X) performing other duties in accordance with the laws, regulations and these articles of association.	(IX) performing other duties in accordance with the laws, regulations and these articles of association.
123.	Article 179 The written notice of meeting of the supervisory committee shall be delivered to all supervisors 10 days before the meeting. The notice shall contain the date, venue and duration of the meeting, matters to be discussed and the name, telephone number, or other information of the contact person.	Article 145 The written notice of meeting of the supervisory committee shall be delivered to all supervisors 10 days before the meeting. The notice shall contain the date, venue and duration of the meeting, matters to be discussed and the name, telephone number, or other information of the contact person.

No.	Original Articles	Revised Articles
-	5	The notice shall specify:
		(I) the date, venue and duration of the meeting;
		(II) reasons for holding the meeting and matters to be discussed;
		(III) date of notice.
124.	Article 181 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.	Article 147 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.
	Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds of the supervisors.	Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds half of the supervisors.
125.	CHAPTER 8 QUALIFICATIONS AND RESPONSIBILITIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT	CHAPTER 8 QUALIFICATIONS AND RESPONSIBILITIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
	Article 187 A person may not serve as a director, supervisor, general manager or senior management of the Company in any of the following circumstances:	Article 187 A person may not serve as a director, supervisor, general manager or senior management of the Company in any of the following circumstances:
	(I) a person who has no or restricted capacity for civil conduct;	(I) a person who has no or restricted capacity for civil conduct;
	(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;	(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;
	(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;	(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;

No. Original Articles	Revised Articles
(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;	(IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to violation of the laws and has incurred personal liability, where less than three years have lapsed since the date of the revocation of such business license;
(V) a person who has a relatively large amount of debt due and outstanding;	(V) a person who has a relatively large amount of debt due and outstanding;
(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;	(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;
(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;	(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;
(VIII) a non-natural person;	(VIII) a non-natural person;
(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;	(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;
(X) other circumstances specified by laws and regulations.	(X) other circumstances specified by laws and regulations.
If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position.	If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position. To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
126.	Article 188 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.	Article 188 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.
		To be deleted, with article numbers to be adjusted accordingly
127.	Article 189 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the functions and powers granted to him/her by	Article 189 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the functions and powers granted to him/her by the Company:
	the Company:(I) not to cause the Company to exceed the scope of the business stipulated in its business license;	(I) not to cause the Company to exceed the scope of the business stipulated in its business license;
	(II) to act honestly in the best interests of the Company;	(II) to act honestly in the best interests of the Company;
	(III) not to expropriate in any guise any property of the Company, including (but not limited to) any opportunities that are advantageous to the Company;	(III) not to expropriate in any guise any property of the Company, including (but not limited to) any opportunities that are advantageous to the Company;
	(IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) distribution rights and voting rights, unless pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these articles of association.	 (IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) distribution rights and voting rights, unless pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these articles of association. To be deleted, with article numbers to be deleted.
128.	Article 190 Directors, supervisors, general	adjusted accordingly Article 190 Directors, supervisors, general
	manager and senior management of the Company are obliged, in the exercise of their rights or discharge of their obligations, to perform their acts with care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.	 manager and senior management of the Company are obliged, in the exercise of their rights or discharge of their obligations, to perform their acts with care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. To be deleted, with article numbers to be adjusted accordingly

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No.	Original Articles	Revised Articles
129.	Article 191 Each of the directors, supervisors, general manager and senior management of the Company shall carry out his/her duties in accordance with the principles of fiduciary duty and shall not put himself/herself in a position that may give rise to conflict of interest. This principle includes (but not limited to) the following obligations:	Article 191 Each of the directors, supervisors, general manager and senior management of the Company shall carry out his/her duties in accordance with the principles of fiduciary duty and shall not put himself/herself in a position that may give rise to conflict of interest. This principle includes (but not limited to) the following obligations:
	(I) to act honestly in the best interests of the Company;	(I) to act honestly in the best interests of the Company;
	(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;	(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;
	(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another person and, unless and to the extent permitted by the laws, regulations or with the informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;	(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another person and, unless and to the extent permitted by the laws, regulations or with the informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;
	(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;	(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
	(V) unless otherwise stipulated by these articles of association or with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;	(V) unless otherwise stipulated by these articles of association or with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;
	(VI) without the informed consent of the shareholders' general meeting, not to use any property of the Company for his/her own benefit by any means;	(VI) without the informed consent of the shareholders' general meeting, not to use any property of the Company for his/her own benefit by any means;
	(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company by any means, including (but not limited to) opportunities advantageous to the Company;	(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company by any means, including (but not limited to) opportunities advantageous to the Company;

No.	Original Articles	Revised Articles
1,0,	(VIII) without the informed consent of the	(VIII) without the informed consent of the
	shareholders' general meeting, not to accept	shareholders' general meeting, not to accept
	commissions in connection with the	commissions in connection with the
	transactions of the Company;	transactions of the Company;
	transactions of the company,	transactions of the company,
	(IX) to abide by these articles of	(IX) to abide by these articles of association,
	association, perform his/her duties	perform his/her duties faithfully, protect the
	faithfully, protect the interests of the	interests of the Company, and not to exploit
	Company, and not to exploit his/her	his/her position and power in the Company to
	position and power in the Company to	advance his/her own personal interests;
	advance his/her own personal interests;	advance mismer own personar interests;
	auvance mismer own personal interests;	(V) without the informed concent of the
	(V) without the informed concent of the	(X) without the informed consent of the
	(X) without the informed consent of the	shareholders' general meeting, not to compete
	shareholders' general meeting, not to	with the Company in any form;
	compete with the Company in any form;	
		(XI) not to misappropriate funds of the
	(XI) not to misappropriate funds of the	Company, not to open accounts in his/her own
	Company, not to open accounts in his/her	name or other names for the deposit of the
	own name or other names for the deposit of	assets or funds of the Company, not to lend the
	the assets or funds of the Company, not to	funds of the Company to others without the
	lend the funds of the Company to others	consent of the shareholders' general meeting
	without the consent of the shareholders'	or the board of directors in violation of these
	general meeting or the board of directors in	articles of association and not to use the
	violation of these articles of association and	properties of the Company as security for a
	not to use the properties of the Company as	shareholder of the Company or other
	security for a shareholder of the Company	individual(s);
	or other individual(s);	
		(XII) without the informed consent of the
	(XII) without the informed consent of the	shareholders' general meeting, not to disclose
	shareholders' general meeting, not to	any confidential information relating to the
	disclose any confidential information	Company acquired during his/her tenure of
	relating to the Company acquired during	office and not to use such information other
	his/her tenure of office and not to use such	than in furtherance of the interests of the
	information other than in furtherance of	Company, save that disclosure of such
	the interests of the Company, save that	information to the court or other governmental
	disclosure of such information to the court	authorities is permitted if it is:
	or other governmental authorities is	
	permitted if it is:	1. provided by the laws;
	1. provided by the laws;	2. required in the public interest;
	2. required in the public interest;	3. required in the interests of such director,
		supervisor, general manager or senior
	3. required in the interests of such director,	management.
	supervisor, general manager or senior	
	management.	

No.	Original Articles	Revised Articles
	Any gain arising from the breach of this	Any gain arising from the breach of this
	article by the personnel mentioned in this	article by the personnel mentioned in this
	article shall belong to the Company. Such	article shall belong to the Company. Such
	personnel shall be liable for compensation	personnel shall be liable for compensation for
	for any loss of the Company arising	any loss of the Company arising therefrom.
	therefrom.	
		To be deleted, with article numbers to be
		adjusted accordingly
130.	Article 192 Each director, supervisor,	Article 192 Each director, supervisor, general
	general manager or senior management of	manager or senior management of the
	the Company shall not cause the following	Company shall not cause the following
	persons or institutions (the "related	persons or institutions (the "related persons")
	persons") to do what such director,	to do what such director, supervisor, general
	supervisor, general manager or senior	manager or senior management is prohibited
	management is prohibited from doing:	from doing:
		C C
	(I) the spouse or minor children of such	(I) the spouse or minor children of such
	director, supervisor, general manager or	director, supervisor, general manager or senior
	senior management of the Company;	management of the Company;
	(II) a trustee of such director, supervisor,	(II) a trustee of such director, supervisor,
	general manager or senior management of	general manager or senior management of the
	the Company or any person referred to in	Company or any person referred to in sub-
	sub-paragraph (I);	paragraph (I);
	(III) a partner of such director, supervisor,	(III) a partner of such director, supervisor,
	general manager or senior management of	general manager or senior management of the
	the Company or any person referred to in	Company or any person referred to in sub-
	sub-paragraph (I) and (II) above;	paragraph (I) and (II) above;
	(IV) a company in which such director,	(IV) a company in which such director,
	supervisor, general manager or senior	supervisor, general manager or senior
	management, individually, or jointly with	management, individually, or jointly with any
	any persons referred to in sub-paragraph	persons referred to in sub-paragraph (I), (II)
	(I), (II) and (III) above or other directors,	and (III) above or other directors, supervisors,
	supervisors, general manager and senior	general manager and senior management, have
	management, have de facto control; and	de facto control; and
	g,	· · · · · , · · ·
	(V) the directors, supervisors, general	(V) the directors, supervisors, general
	manager and senior management of a	manager and senior management of a
	company being controlled as referred to in	company being controlled as referred to in
	sub-paragraph (IV).	sub-paragraph (IV).
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
131.	Article 193 The fiduciary duties of the	Article 193 The fiduciary duties of the
	directors, supervisors, general manager and	directors, supervisors, general manager and
	senior management of the Company do not	senior management of the Company do not
	necessarily cease upon termination of their	necessarily cease upon termination of their
	respective terms of office. Their	respective terms of office. Their
	confidentiality obligations in relation to the	confidentiality obligations in relation to the
	trade secrets of the Company shall survive	trade secrets of the Company shall survive the
	the termination of their terms of office.	termination of their terms of office. Other
	Other obligations may continue for such	obligations may continue for such period as
	period as fairness may require depending	fairness may require depending on the time
	on the time lapse between the occurrence of	lapse between the occurrence of the event
	the event concerned and the termination of	concerned and the termination of their terms
	their terms of office, and the circumstances	of office, and the circumstances and
	and conditions under which their	conditions under which their relationships
	relationships with the Company are	with the Company are terminated.
	terminated.	
		To be deleted, with article numbers to be
		adjusted accordingly
132.	Article 194 Save for the circumstances	Article 194 Save for the circumstances
	prescribed in article 57 of these articles of	prescribed in article 57 of these articles of
	association, a director, supervisor, general	association, a director, supervisor, general
	manager and senior management of the	manager and senior management of the
	Company may be relieved of liability for a	Company may be relieved of liability for a
	specific breach of his/her duty with the	specific breach of his/her duty with the
	informed consent of the shareholders'	informed consent of the shareholders' general
	general meeting.	meeting.
	general meeting.	incernig.
		To be deleted, with article numbers to be
		adjusted accordingly
133.	Article 195 Where a director, supervisor,	Article 195 Where a director, supervisor,
155.	general manager, or senior management of	general manager, or senior management of the
	the Company is in any way, directly or	Company is in any way, directly or indirectly,
	indirectly, materially interested in an	materially interested in an executed or
	executed or proposed contract, transaction	proposed contract, transaction or arrangement
	or arrangement with the Company (other than the convice contract of such director	with the Company (other than the service
	than the service contract of such director,	contract of such director, supervisor, general
	supervisor, general manager or senior	manager or senior management with the
	management with the Company), he/she	Company), he/she shall declare the nature and
	shall declare the nature and extent of	extent of his/her interests to the board of
	his/her interests to the board of directors at	directors at the earliest opportunity, regardless
	the earliest opportunity, regardless of	of whether or not such matters are generally
	whether or not such matters are generally	subject to the approval of the board of
	subject to the approval of the board of	directors.
	directors.	

No.	Original Articles	Revised Articles
	Save for the exceptions as provided in the	Save for the exceptions as provided in the
	Hong Kong Listing Rules or as permitted by	Hong Kong Listing Rules or as permitted by
	the Hong Kong Stock Exchange, a director	the Hong Kong Stock Exchange, a director
	shall abstain from voting on any board	shall abstain from voting on any board
	resolution approving any contract or	resolution approving any contract or
	arrangement or any other proposal in	arrangement or any other proposal in which
	which he/she or any of his/her close	he/she or any of his/her close associates (as
	associates (as defined in the Hong Kong	defined in the Hong Kong Listing Rules) has a
	Listing Rules) has a material interest and	material interest and shall not be counted in
	shall not be counted in the quorum present	the quorum present at the board meeting.
	at the board meeting.	
		Unless the interested director, supervisor,
	Unless the interested director, supervisor,	general manager or senior management of the
	general manager or senior management of	Company discloses his/her interests to the
	the Company discloses his/her interests to	board of directors in accordance with the
	the board of directors in accordance with	preceding paragraph of this article and the
	the preceding paragraph of this article and	relevant matters are approved by the board of
	the relevant matters are approved by the	directors at a meeting in which such director,
	board of directors at a meeting in which	supervisor, general manager or senior
	such director, supervisor, general manager	management of the Company is not counted in
	or senior management of the Company is	the quorum and abstains from voting, the
	not counted in the quorum and abstains	Company shall have the right to rescind such
	from voting, the Company shall have the	contract, transaction or arrangement except
	right to rescind such contract, transaction	where the other party is a bona fide party
	or arrangement except where the other	acting without knowledge of the breach of
	party is a bona fide party acting without	duty by the interested director, supervisor,
	knowledge of the breach of duty by the	general manager and senior management.
	interested director, supervisor, general	
	manager and senior management.	A director, supervisor, general manager or
		senior management of the Company is deemed
	A director, supervisor, general manager or	to be interested in a contract, transaction or
	senior management of the Company is	arrangement in which his/her related person is
	deemed to be interested in a contract,	interested.
	transaction or arrangement in which	
	his/her related person is interested.	To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
134.	Article 196 If a director, supervisor, general	Article 196 If a director, supervisor, general
	manager or senior management of the	manager or senior management of the
	Company gives to the board of directors a	Company gives to the board of directors a
	notice in writing before the Company first	notice in writing before the Company first
	considers entering into a contract,	considers entering into a contract, transaction
	transaction or arrangement, stating that, by	or arrangement, stating that, by reason of the
	reason of the facts specified in the notice,	facts specified in the notice, he/she is
	he/she is interested in such contract,	interested in such contract, transaction or
	transaction or arrangement which may	arrangement which may subsequently be made
	subsequently be made by the Company,	by the Company, such notice shall be deemed
	such notice shall be deemed for the purpose	for the purpose of the preceding article to be a
	of the preceding article to be a sufficient	sufficient declaration of his/her interests, to
	declaration of his/her interests, to the extent	the extent as stated in such notice.
	as stated in such notice.	ine entent as stated in such notice.
	as stated in such nonce.	To be deleted, with article numbers to be
		adjusted accordingly
135.	Article 107 The Company shall not in an	
133.	Article 197 The Company shall not in any manner pay taxes for its directors,	Article 197 The Company shall not in any manner pay taxes for its directors, supervisors,
	supervisors, general manager or senior	
		general manager or senior management.
	management.	To be deleted, with article numbers to be
		adjusted accordingly
126	Article 108 The Company shall not it will	
136.	Article 198 The Company shall not directly or indirectly provide a loop to nor provide	Article 198 The Company shall not directly or indirectly provide a loan to par provide any
	or indirectly provide a loan to, nor provide	indirectly provide a loan to, nor provide any
	any guarantee in connection with a loan to	guarantee in connection with a loan to
	directors, supervisors, general manager or	directors, supervisors, general manager or
	senior management of the Company or of	senior management of the Company or of its
	its controlling shareholders or any of their	controlling shareholders or any of their
	respective related persons.	respective related persons.
	However the fall-	However the fall-mine in
	However, the following circumstances are	However, the following circumstances are not
	not subject to the above requirement:	subject to the above requirement:
	(I) provision of a loan or a guarantee by the	(I) provision of a loan or a guarantee by the
	Company to its subsidiaries;	Company to its subsidiaries;
	(II) provision of a loan, a guarantee or any	(II) provision of a loan, a guarantee or any
	other funds by the Company to any of its	other funds by the Company to any of its
	directors, supervisors, general manager or	directors, supervisors, general manager or
	senior management to finance the	senior management to finance the expenditure
	expenditure incurred or to be incurred by	incurred or to be incurred by him/her for the
	him/her for the purposes of the Company or	purposes of the Company or for the purpose of
	for the purpose of enabling him/her to	enabling him/her to perform his/her duties
	perform his/her duties properly, in	properly, in accordance with the service
	accordance with the service contract	contract approved by the shareholders' general
	approved by the shareholders' general	meeting; and
	meeting; and	
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No.	Original Articles	Revised Articles
110.	(III) provision of a loan or a guarantee by	(III) provision of a loan or a guarantee by the
	the Company to any of the relevant	Company to any of the relevant directors,
	directors, supervisors, general manager or	supervisors, general manager or senior
	senior management or their respective	management or their respective associates on
	associates on normal commercial terms,	normal commercial terms, provided that the
	provided that the normal business coverage	-
	-	normal business coverage of the Company is
	of the Company is extended to the provision	extended to the provision of loans and loan
	of loans and loan guarantees.	guarantees.
		To be deleted, with article numbers to be
		adjusted accordingly
137.	Article 199 A loan made by the Company in	Article 199 A loan made by the Company in
157.	breach of the preceding article shall be	breach of the preceding article shall be
	immediately repayable by the recipient of	immediately repayable by the recipient of the
	the loan regardless of the terms of the loan.	loan regardless of the terms of the loan.
	the roan regardless of the terms of the loan.	ioan regardless of the terms of the toan.
		To be deleted, with article numbers to be
		adjusted accordingly
138.	Article 200 A guarantee provided by the	Article 200 A guarantee provided by the
100.	Company in breach of the first paragraph	Company in breach of the first paragraph of
	of article 198 shall be unenforceable against	article 198 shall be unenforceable against the
	the Company, unless:	Company, unless:
	the company, uness.	Company, amess.
	(I) a loan has been advanced to a related	(I) a loan has been advanced to a related
	person of any of the directors, supervisors,	person of any of the directors, supervisors,
	general manager and senior management of	general manager and senior management of
	the Company or its controlling	the Company or its controlling shareholders,
	shareholders, where the lender was not	where the lender was not aware of the
	aware of the situation when the loan was	situation when the loan was made;
	made;	
		(II) the collateral provided by the Company
	(II) the collateral provided by the Company	has been lawfully disposed of by the lender to
	has been lawfully disposed of by the lender	a bona fide purchaser.
	to a bona fide purchaser.	r
		To be deleted, with article numbers to be
		adjusted accordingly
139.	Article 201 For the purposes of the	Article 201 For the purposes of the preceding
	preceding article, a guarantee includes an	article, a guarantee includes an undertaking or
	undertaking or provision of property by a	provision of property by a guarantor to
	guarantor to guarantee the performance of	guarantee the performance of obligations by
	obligations by the obligor.	the obligor.
	oongations by the oblight.	ne oongoi.
		To be deleted, with article numbers to be
		adjusted accordingly
		aujusicu accoruingiy

No. Original Articles	Revised Articles
140. Article 202 In addition to any rights and	Article 202 In addition to any rights and
remedies provided by the laws and	remedies provided by the laws and
regulations, where a director, supervisor,	regulations, where a director, supervisor,
general manager or senior management of	general manager or senior management of the
the Company is in breach of his/her duties	Company is in breach of his/her duties to the
to the Company, the Company has a right	Company, the Company has a right to:
to:	
	(I) claim damages from the director,
(I) claim damages from the director,	supervisor, general manager or senior
supervisor, general manager or senior	management for the losses suffered by the
management for the losses suffered by the	Company as a result of such breach;
Company as a result of such breach;	
	(II) rescind any contract or transaction entered
(II) rescind any contract or transaction	into by the Company with the relevant
entered into by the Company with the	director, supervisor, general manager or senior
relevant director, supervisor, general	management, and any contract or transaction
manager or senior management, and any	entered into by the Company with a third
contract or transaction entered into by the	party, where such third party knows or should
Company with a third party, where such	have known that such director, supervisor,
third party knows or should have known	general manager or the senior management
that such director, supervisor, general	acting on behalf of the Company was in
manager or the senior management acting	breach of his/her obligations to the Company;
on behalf of the Company was in breach of	
his/her obligations to the Company;	(III) require the relevant director, supervisor,
	general manager or senior management to
(III) require the relevant director,	surrender the gains derived from the breach of
supervisor, general manager or senior	his/her duties;
management to surrender the gains derived	
from the breach of his/her duties;	(IV) recover any funds received by such
	director, supervisor, general manager or the
(IV) recover any funds received by such	senior management which should have been
director, supervisor, general manager or the	otherwise received by the Company, including
senior management which should have been	(but not limited to) commissions;
otherwise received by the Company,	
including (but not limited to) commissions;	(V) demand payment of the interest earned or
	which may have been earned by such director,
(V) demand payment of the interest earned	supervisor, general manager or the senior
or which may have been earned by such	management on the funds that should have
director, supervisor, general manager or the	been paid to the Company.
senior management on the funds that	
should have been paid to the Company.	To be deleted, with article numbers to be
	adjusted accordingly

No	Original Articles	Revised Articles
No. 141.	Original Articles Article 203 The Company shall enter into a contract in writing in relation to remuneration with each of the directors and supervisors of the Company, which shall obtain prior approval of the shareholders' general meeting. The remuneration referred to above shall include:	Revised Articles Article 203 The Company shall enter into a contract in writing in relation to remuneration with each of the directors and supervisors of the Company, which shall obtain prior approval of the shareholders' general meeting. The remuneration referred to above shall include:
	(I) emoluments for acting as a director, supervisor or senior management of the Company;	(I) emoluments for acting as a director, supervisor or senior management of the Company;
	(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;	(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;
	(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and	(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and
	(IV) compensation to a director or supervisor for the loss of office or retirement from office.	(IV) compensation to a director or supervisor for the loss of office or retirement from office. Except under a contract mentioned above, no
	Except under a contract mentioned above, no proceedings may be brought by a director or supervisor for the claim of any of the aforesaid benefits.	proceedings may be brought by a director or supervisor for the claim of any of the aforesaid benefits.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
142.	Article 204 The contract for emoluments	Article 204 The contract for emoluments
	entered into between the Company and its	entered into between the Company and its
	directors or supervisors shall provide that	directors or supervisors shall provide that in
	in the event of a takeover of the Company,	the event of a takeover of the Company, the
	the directors and supervisors of the	directors and supervisors of the Company
	Company shall, subject to the prior	shall, subject to the prior approval of the
	approval of the shareholders' general	shareholders' general meeting, have the right
	meeting, have the right to receive	to receive compensation or other payment for
	compensation or other payment for loss of	loss of office or retirement. A takeover of the
	office or retirement. A takeover of the	Company as referred to above means one of
	Company as referred to above means one of	the following:
	the following:	
		(I) a general offer made by any person to all
	(I) a general offer made by any person to all	shareholders;
	shareholders;	
		(II) a general offer made by any person to
	(II) a general offer made by any person to	enable the offeror to become a controlling
	enable the offeror to become a controlling	shareholder within the meaning set out in
	shareholder within the meaning set out in	article 58 herein.
	article 58 herein.	
		If the relevant director or supervisor does not
	If the relevant director or supervisor does	comply with this article, any sum so received
	not comply with this article, any sum so	by him/her shall belong to those persons who
	received by him/her shall belong to those	have sold their shares as a result of their
	persons who have sold their shares as a	acceptance of the offer mentioned above. The
	result of their acceptance of the offer	expenses incurred in distributing such sum on
	mentioned above. The expenses incurred in	a pro rata basis shall be borne by the relevant
	distributing such sum on a pro rata basis	director or supervisor and shall not be paid out
	shall be borne by the relevant director or	of that sum.
	supervisor and shall not be paid out of that	
	sum.	To be deleted, with article numbers to be
		adjusted accordingly
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No.	Original Articles	Revised Articles
143.	Article 205 The Company shall enter into a	Article 205 The Company shall enter into a
	contract in writing with each director,	contract in writing with each director,
	supervisor, general manager and senior	supervisor, general manager and senior
	management and such contract shall at	management and such contract shall at least
	least include, inter alia, the following	include, inter alia, the following provisions:
	provisions:	
		(I) The directors, supervisors, general
	(I) The directors, supervisors, general	manager and senior management of the
	manager and senior management of the	Company shall undertake that he/she shall
	Company shall undertake that he/she shall	observe and comply with the Company Law,
	observe and comply with the Company	the Special Regulations, these articles of
	Law, the Special Regulations, these articles	association, the Codes on Takeovers and
	of association, the Codes on Takeovers and	Mergers and Share Buy-back, and other
	Mergers and Share Buy-back, and other	regulations formulated by the Hong Kong
	regulations formulated by the Hong Kong	Stock Exchange, and shall agree that the
	Stock Exchange, and shall agree that the	Company shall be entitled to the remedies
	Company shall be entitled to the remedies	provided in these articles of association and
	provided in these articles of association and	that neither the contract nor their office may
	that neither the contract nor their office	be transferred;
	may be transferred;	
		(II) The directors, supervisors, general
	(II) The directors, supervisors, general	manager and senior management of the
	manager and senior management of the	Company shall undertake that they shall
	Company shall undertake that they shall	observe and perform their duties to the
	observe and perform their duties to the	shareholders as stipulated in these articles of
	shareholders as stipulated in these articles	association;
	of association;	
		(III) The clauses relating to arbitration under
	(III) The clauses relating to arbitration	these articles of association and the Hong
	under these articles of association and the	Kong Listing Rules.
	Hong Kong Listing Rules.	
		To be deleted, with article numbers to be
		adjusted accordingly
144.	Article 207 The fiscal year of the Company	Article 153 The fiscal year of the Company
	shall coincide with the calendar year, i.e.,	shall coincide with the calendar year, i.e.,
	from January 1 to December 31 on the	from January 1 to December 31 on the
	Gregorian calendar. The Company shall	Gregorian calendar. The Company shall
	prepare an annual financial accounting report	prepare an annual financial report in a timely
	within 120 days from the end of each fiscal	manner starting within 120 days from the
	year.	conclusion of each fiscal year in accordance
		with applicable laws, regulations and the
	The financial accounting report shall be	regulatory requirements of the place where
	prepared in accordance with the applicable	the shares of the Company are listed.
	laws and regulations.	
		The financial accounting report shall be
		prepared in accordance with the applicable
		laws and regulations.
		14.15 und 1050100000.

No.	Original Articles	Revised Articles
145.	Article 208 The board of directors of the	Article 208 The board of directors of the
1.01	Company shall place before the	Company shall place before the shareholders
	shareholders at every annual general	at every annual general meeting such financial
	meeting such financial reports prepared by	reports prepared by the Company as required
	the Company as required by the laws,	by the laws, regulations or directives
	regulations or directives promulgated by	promulgated by the local governments and
	the local governments and competent authorities.	competent authorities.
		To be deleted, with article numbers to be adjusted accordingly
146	Article 200 The financial reports of the	Article 209 The financial reports of the
146.	Article 209 The financial reports of the Company shall be made available for	Company shall be made available for
	inspection by shareholders 20 days before	inspection by shareholders 20 days before the
	the date of annual general meeting. Each	date of annual general meeting. Each
	shareholder of the Company shall be	shareholder of the Company shall be entitled
	entitled to obtain a copy of the financial	to obtain a copy of the financial reports
	reports referred to in this Chapter.	referred to in this Chapter.
	Unless otherwise provided in the laws,	Unless otherwise provided in the laws,
	regulations and the listing rules of the place	regulations and the listing rules of the place
	where the shares of the Company are listed	where the shares of the Company are listed as
	as well as these articles of association, a	well as these articles of association, a copy of
	copy of the aforesaid financial reports or	the aforesaid financial reports or the reports of
	the reports of directors together with the	directors together with the balance sheet
	balance sheet (including all documents	(including all documents required by laws to
	required by laws to be annexed thereto) and	be annexed thereto) and statement of profit
	statement of profit and loss and statement	and loss and statement of income, or a
	of income, or a summary of financial	summary of financial reports shall, at least 21
	reports shall, at least 21 days before the	days before the annual general meeting, be
	annual general meeting, be delivered or	delivered or dispatched by prepaid post to the
	dispatched by prepaid post to the address of	address of the holders of overseas listed
	the holders of overseas listed foreign shares	foreign shares as registered in the register of
	as registered in the register of members.	members. Subject to the laws, regulations or
	Subject to the laws, regulations or listing	listing rules of the place where the shares of
	rules of the place where the shares of the	the Company are listed, the reports may also
	Company are listed, the reports may also be	be given by way of public announcement
	given by way of public announcement	(including publishing on the website of the
	(including publishing on the website of the Company).	Company).
	Company).	Subject to the laws and regulations, the
	Subject to the laws and regulations, the	Company shall also issue the notice of the
	Company shall also issue the notice of the	shareholders' general meeting to the holders
	shareholders' general meeting to the	of H shares via its website, the website
	holders of H shares via its website, the	designated by the Hong Kong Stock
	website designated by the Hong Kong Stock	Exchange, or any other method as permitted in
	Exchange, or any other method as	the Hong Kong Listing Rules and these
	permitted in the Hong Kong Listing Rules	articles of association, instead of dispatching
	and these articles of association, instead of	such notice to holders of H shares by hand or
	dispatching such notice to holders of H	prepaid post.
	shares by hand or prepaid post.	To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
147.	Article 210 The financial statements of the Company shall, in addition to being prepared in accordance with the accounting standards and regulations of China, be prepared in accordance with either the international accounting standards, or that of the place outside China where the shares of the Company are listed. If there is any material difference between the financial statements prepared in accordance with these two sets of accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its profits after tax in respect of such fiscal year, it is required to distribute the dividends based on the lower of the distributable profits after tax of the Company, as determined under these two sets of accounting standards.	Article 210 The financial statements of the Company shall, in addition to being prepared in accordance with the accounting standards and regulations of China, be prepared in accordance with either the international accounting standards, or that of the place outside China where the shares of the Company are listed. If there is any material difference between the financial statements prepared in accordance with these two sets of accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its profits after tax in respect of such fiscal year, it is required to distribute the dividends based on the lower of the distributable profits after tax of the Company, as determined under these two sets of accounting standards. To be deleted, with article numbers to be adjusted accordingly
148.	Article 211 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the accounting standards and regulations of China, and also in accordance with either the international accounting standards or that of the place outside China where the shares of the Company are listed.	Article 211 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the accounting standards and regulations of China, and also in accordance with either the international accounting standards or that of the place outside China where the shares of the Company are listed. To be deleted, with article numbers to be
149.	Article 212 The Company shall engage a qualified accounting firm to conduct an	adjusted accordingly Article 212 The Company shall engage a qualified accounting firm to conduct an annual
	annual audit in accordance with the accounting standards of China and an audit report shall be published within four months after the end of each fiscal year.	audit in accordance with the accounting standards of China and an audit report shall be published within four months after the end of each fiscal year. To be deleted, with article numbers to be adjusted accordingly
150.	Article 213 The Company shall publish at	Article 213 The Company shall publish at
	least two financial reports every fiscal year, including the interim financial report, to be published within 60 days after the end of the first six months of each fiscal year, and the annual financial report, to be published within 120 days after the end of each fiscal year.	least two financial reports every fiscal year, including the interim financial report, to be published within 60 days after the end of the first six months of each fiscal year, and the annual financial report, to be published within 120 days after the end of each fiscal year.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
151.	Article 216 The reserve of the Company shall be applied for making up for losses of the Company, expansion of the production and operation of the Company or capitalization, except that capital reserve shall not be applied for making up losses of the Company.	Article 157 The reserve of the Company shall be applied for making up for losses of the Company, expansion of the production and operation of the Company or capitalization, except that capital reserve shall not be applied for making up losses of the Company.
	The balance of the statutory reserve after capitalization shall not fall below 25% of the registered capital of the Company prior to the capitalization.	The balance of the statutory reserve after capitalization shall not fall below 25% of the registered capital of the Company prior to the capitalization.
	Capital reserve shall include the followings:	Capital reserve shall include the followings:
	(I) premium received when shares are issued at a premium to their par value;	(I) premium received when shares are issued at a premium to their par value;
	(II) other income required by any competent financial regulatory authority under the State Council to be appropriated to the capital reserves.	(II) other income required by any competent financial regulatory authority under the State Council to be appropriated to the capital reserves.
152.	Article 219 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders.	Article 160 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders.
	The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.	The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.
	The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.	The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.
153.	Article 220 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in dividends subsequently	Article 220 Any amount paid up in advance of ealls on any share may carry interest but shall not entitle the holder of the share to participate in dividends subsequently
	declared.	declared.

No.	Original Articles	Revised Articles
	Subject to the laws, regulations, normative	Subject to the laws, regulations, normative
	documents and securities regulatory	documents and securities regulatory
	authorities of the place where the securities	authorities of the place where the securities of
	of the Company are listed, the Company	the Company are listed, the Company may
	may exercise the power to forfeit unclaimed	exercise the power to forfeit unclaimed
	dividends after the lapse of a prescribed	dividends after the lapse of a prescribed
	period.	period.
	The Company may stop delivering dividend	The Company may stop delivering dividend
	warrants by post to holders of overseas	warrants by post to holders of overseas listed
	listed foreign shares, if the dividend	foreign shares, if the dividend warrants have
	warrants have been left uncashed on two	been left uncashed on two consecutive
	consecutive occasions. The Company may	occasions. The Company may also do so if a
	also do so if a warrant is returned	warrant is returned undelivered for the first
	undelivered for the first time.	time.
	The Company may sell the shares of an	The Company may sell the shares of an
	untraceable holder of overseas listed	untraceable holder of overseas listed foreign
	foreign shares in such manner deemed to be	shares in such manner deemed to be
	appropriate by the board of directors,	appropriate by the board of directors, subject
	subject to the following conditions:	to the following conditions:
	(I) the Company has at least distributed	(I) the Company has at least distributed
	dividends for three times and no dividend	dividends for three times and no dividend has
	has been claimed during a period of twelve	been claimed during a period of twelve years;
	years; and	and
	(II) upon the expiry of the twelve-year	(II) upon the expiry of the twelve-year period,
	period, the Company shall give a notice by	the Company shall give a notice by way of an
	way of an announcement published in one	announcement published in one or more
	or more newspaper(s) in the place where the	newspaper(s) in the place where the securities
	securities of the Company are listed stating	of the Company are listed stating its intention
	its intention to sell the shares and shall	to sell the shares and shall notify the securities
	notify the securities regulatory authorities	regulatory authorities of the place where the
	of the place where the securities of the	securities of the Company are listed of such
	Company are listed of such intention.	intention.
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
154.	SECTION 3 ENGAGEMENT OF	SECTION 3 ENGAGEMENT OF
	ACCOUNTING FIRMS	ACCOUNTING FIRMS
	Article 223 The Company shall engage an	Article 163 The Company shall engage an
	independent accounting firm in accordance	independent accounting firm in accordance
	with the Securities Law of the People's	with that conforms to the Securities Law of the
	Republic of China and other laws and	People's Republic of China-and other laws and
	regulations to audit its financial statements,	regulations to audit its financial statements,
	verify its net assets and provide consultancy	verify its net assets and provide consultancy
	services. The accounting firm so appointed	services. The accounting firm so appointed
	shall hold office from the conclusion of the	shall hold one-year term of office which is
	annual general meeting at which the	renewable. from the conclusion of the annual
	appointment is made until the conclusion of	general meeting at which the appointment is
	the next annual general meeting and can be	made until the conclusion of the next annual
	reappointed.	general meeting and can be reappointed.
155.	Article 224 The appointment of the accounting	Article 164 The appointment of the accounting
	firm of the Company shall be decided at a	firm of the Company shall be decided at a
	shareholders' general meeting, and the board	shareholders' general meeting, and the board
	of directors shall not appoint the accounting	of directors shall not appoint the accounting
	firm prior to obtaining approval at the	firm prior to obtaining approval at the
	shareholders' general meeting. Before the	shareholders' general meeting. Before the
	convening of shareholders' general meeting,	convening of shareholders' general meeting,
	the board of directors may fill any casual	the board of directors may fill any casual
	vacancy in the office of the accounting firm	vacancy in the office of the accounting firm
	but while there is still any such vacancy, the	but while there is still any such vacancy, the
	surviving or continuing firm, if any, may act.	surviving or continuing firm, if any, may act.
156.	Article 226 An accounting firm engaged by	Article 226 An accounting firm engaged by
	the Company shall have the following	the Company shall have the following rights:
	rights:	
		(I) the right to access the financial statements,
	(I) the right to access the financial	records or vouchers of the Company and the
	statements, records or vouchers of the	right to require directors, the general manager
	Company and the right to require directors,	and senior management of the Company to
	the general manager and senior	provide information and explanations;
	management of the Company to provide	
	information and explanations;	

No.	Original Articles	Revised Articles
	(II) the right to require the Company to	(II) the right to require the Company to take
	take all reasonable measures to obtain from	all reasonable measures to obtain from its
	its subsidiaries the information and	subsidiaries the information and explanations
	explanations necessary for the accounting	necessary for the accounting firm to perform
	firm to perform its duties;	its duties;
	(III) the right to attend shareholders'	(III) the right to attend shareholders'
	meetings, to receive notice of or information	meetings, to receive notice of or information
	about the meetings of which shareholders	about the meetings of which shareholders have
	have a right to receive, and to be heard at	a right to receive, and to be heard at any
	any shareholders' meetings on matters	shareholders' meetings on matters relating to
	relating to its duties as the accounting firm	its duties as the accounting firm of the
	of the Company.	Company.
		To be deleted, with article numbers to be adjusted accordingly
157.	Article 227 The shareholders' general	Article 227 The shareholders' general meeting
	meeting may by ordinary resolution decide	may by ordinary resolution decide to dismiss
	to dismiss any accounting firm prior to the	any accounting firm prior to the expiration of
	expiration of its term of engagement,	its term of engagement, notwithstanding
	notwithstanding anything in the contract	anything in the contract between the
	between the accounting firm and the	accounting firm and the Company, but without
	Company, but without prejudice to such	prejudice to such accounting firm's right, if
	accounting firm's right, if any, to claim	any, to claim damages from the Company in
	damages from the Company in respect of	respect of such dismissal.
	such dismissal.	
		To be deleted, with article numbers to be
		adjusted accordingly
158.	Article 228 The remuneration or basis of	Article 166 The audit expenses remuneration
	remuneration of an accounting firm shall be	or basis of remuneration of an accounting firm
	determined by ordinary resolution at the	shall <u>be determined</u> by ordinary resolution at
	shareholders' general meeting. The	a shareholders' general meeting. The
	remuneration of an accounting firm	remuneration of an accounting firm engaged
	engaged by the board of directors shall be	by the board of directors shall be determined
	determined by the board of directors.	by the board of directors.
159.	Article 229 The engagement, dismissal and	Article 229 The engagement, dismissal and
	non-renewal of engagement of an	non-renewal of engagement of an accounting
	accounting firm for annual audit shall be	firm for annual audit shall be determined by
	determined by ordinary resolution at the	ordinary resolution at the shareholders'
	shareholders' general meeting and be	general meeting and be reported to the
	reported to the securities authority of the	securities authority of the State Council for
	State Council for record.	record.

No.	Original Articles	Revised Articles
	Where a resolution of the shareholders'	Where a resolution of the shareholders'
	general meeting is to be passed to appoint	general meeting is to be passed to appoint an
	an accounting firm to fill a casual vacancy,	accounting firm to fill a casual vacancy, to
	to reappoint a retiring accounting firm	reappoint a retiring accounting firm originally
	originally appointed by the board of	appointed by the board of directors to fill a
	directors to fill a causal vacancy, or to	causal vacancy, or to remove an accounting
	remove an accounting firm before the	firm before the expiration of its term of office,
	expiration of its term of office, the following	the following provisions shall apply:
	provisions shall apply:	(I) the metion of encounter discussion 1
	(I) the motion of engagement or dismissed	(I) the motion of engagement or dismissal shall be sent, before the issue of the notice of
	(I) the motion of engagement or dismissal shall be sent, before the issue of the notice	the shareholders' general meeting, to the
	of the shareholders' general meeting, to the	accounting firm proposed to be appointed or
	accounting firm proposed to be appointed	the retiring accounting firm or the accounting
	or the retiring accounting firm or the	firm that has left its post during the fiscal year.
	accounting firm that has left its post during	finn that has fore its post during the fiscal year.
	the fiscal year.	Leaving includes leaving by removal,
	J	resignation and retirement.
	Leaving includes leaving by removal,	0
	resignation and retirement.	(II) if the leaving accounting firm requests the
		Company to present its written statement to
	(II) if the leaving accounting firm requests	the shareholders, the Company shall (unless
	the Company to present its written	the receipt of the statement is too late):
	statement to the shareholders, the Company	
	shall (unless the receipt of the statement is	1. disclose in the notice of the resolution given
	too late):	to shareholders that the leaving accounting
	1. disclose in the notice of the resolution	firm has made a statement;
	given to shareholders that the leaving	2. provide a copy of the statement as an
	accounting firm has made a statement;	attachment to the notice to shareholders in
		accordance with these articles of association.
	2. provide a copy of the statement as an	
	attachment to the notice to shareholders in	(III) if the statement is not sent in accordance
	accordance with these articles of	with sub-paragraph (II) of this article, the
	association.	accounting firm may require the statement to
		be read out at the shareholders' general
	(III) if the statement is not sent in	meeting and may lodge a further appeal;
	accordance with sub-paragraph (II) of this	(\mathbf{W}) a large accounting firm shall be
	article, the accounting firm may require the statement to be read out at the	(IV) a leaving accounting firm shall be entitled to attend:
	shareholders' general meeting and may	childred to attend.
	lodge a further appeal;	1. the shareholders' general meeting at which
	louge a later of press,	its term of office would otherwise have
	(IV) a leaving accounting firm shall be	expired;
	entitled to attend:	-
		2. any general meeting considering the filling
	1. the shareholders' general meeting at	of the vacancy caused by its removal;
	which its term of office would otherwise	
	have expired;	3. any general meeting considering its
	2 any concerd mosting considering the	resignation.
	2. any general meeting considering the filling of the vacancy caused by its removal;	
	ming of the vacancy caused by its relioval;	
	3. any general meeting considering its	
	resignation.	
	5	

No.	Original Articles	Revised Articles
	The leaving accounting firm shall be entitled to receive all notices of, and information relating to, any such meeting, and to be heard at any such meeting about matters concerning it as the former accounting firm of the Company.	The leaving accounting firm shall be entitled to receive all notices of, and information relating to, any such meeting, and to be heard at any such meeting about matters concerning it as the former accounting firm of the Company. To be deleted, with article numbers to be adjusted accordingly
160.	Article 230 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the shareholders' general meeting.	Article 167 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the shareholders' general meeting.
	Where an accounting firm resigns, it shall make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:	Where an accounting firm resigns, it shall make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:
	(I) a statement to the effect that there are no circumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of the Company; or	(I) a statement to the effect that there are no eircumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of the Company; or
	(II) a presentation of any matters considered necessary.	(II) a presentation of any matters considered necessary.
	A copy of the notice shall be submitted to the competent authority within 14 days from the receipt of the notice. If the notice contains the representations referred to in the preceding two paragraphs, a copy of the notice shall be placed at the Company for the shareholders' inspection. The Company shall also send a copy of the notice to holders of overseas listed foreign shares by prepaid post to the addresses recorded in the register of shareholders.	A copy of the notice shall be submitted to the competent authority within 14 days from the receipt of the notice. If the notice contains the representations referred to in the preceding two paragraphs, a copy of the notice shall be placed at the Company for the shareholders' inspection. The Company shall also send a copy of the notice to holders of overseas listed foreign shares by prepaid post to the addresses recorded in the register of shareholders.
	Where the notice of resignation of an accounting firm contains a statement of matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.	Where the notice of resignation of an accounting firm contains a statement of matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.

No.	Original Articles	Revised Articles
161.	CHAPTER 10 NOTICES AND ANNOUNCEMENTS	CHAPTER 910 NOTICES AND ANNOUNCEMENTS
	SECTION 1 NOTICES	SECTION 1 NOTICES
	Article 231 The notices of the Company shall be delivered in any of the following manners:	Article 168 The notices of the Company shall be delivered in any of the following manners:
	(I) by hand;	(I) by hand;
	(II) by mail;	(II) by mail;
	 (III) other means in accordance with these articles of association. For the purpose of delivering corporate communication to H shareholders as required by the Hong Kong Listing Rules, the Company may post such notice to H shareholders on the designated website of the Company and/or the Hong Kong Stock Exchange or deliver such notice by electronic means, subject to the laws and regulations and the listing rules of the place where the shares 	(III) by announcement on the website of the Company or the websites or newspapers designated by the stock exchange in accordance with the applicable laws, regulations and regulatory rules of the place where the shares of the Company are listed.(IV) by other means agreed upon in
	of the Company are listed and these articles of association. "Corporate communication" refers to the documents issued or to be issued by the Company to its H shareholders or other persons as required by the Hong Kong Listing	(V) by other means approved by laws, regulations and regulatory rules of the place where the shares of the Company are listed or those prescribed by these Articles of Association.
	 persons, as required by the Hong Kong Listing Rules, for information or action, including but not limited to: 1. the annual report of the Company, including the report of directors, the annual accounting statements, the auditing report and, if applicable, the summary of the financial report of the Company; 2. the interim report and, if applicable, the summary of the interim report of the Company; 	For the purpose of delivering corporate communication to H shareholders as required by the Hong Kong Listing Rules, the Company may post such notice to H shareholders on the designated website of the Company and/or the Hong Kong Stock Exchange or deliver such notice by electronic means, subject to the laws and regulations and the listing rules of the place where the shares of the Company are listed and these articles of association.
	 a. notices of meetings; a. listing documents; b. circulars; 	"Corporate communication" refers to the documents issued or to be issued by the Company to its H shareholders or other persons, as required by the Hong Kong Listing Rules, for information or action, including but not limited to:
	6. forms of proxy (as defined by the listing rules of the place where the shares of the Company are listed).	1. the annual report of the Company, including the report of directors, the annual accounting statements, the auditing report and, if applicable, the summary of the financial report of the Company;

No.	Original Articles	Revised Articles
	If a notice is issued by way of an	2. the interim report and, if applicable, the
	announcement in accordance with these	summary of the interim report of the
	articles of association, such announcement	Company;
	shall be published in accordance with the	
	Hong Kong Listing Rules.	3. notices of meetings;
		4. listing documents;
		5. circulars;
		6. forms of proxy (as defined by the listing rules of the place where the shares of the Company are listed).
		If a notice is issued by way of an announcement in accordance with these articles of association, such announcement shall be published in accordance with the
1.60		Hong Kong Listing Rules.
162.	Article 232 The notice of the Company to	Article 169 The notice of the Company to
	convene a shareholders' general meeting shall	convene a shareholders' general meeting shall
	be delivered by hand, mail, facsimile or	be delivered by hand, mail, facsimile-or,
	e-mail.	e-mail or announcement.
163.	Article 235 The recipient shall sign (or stamp)	Article 172 The recipient shall sign (or stamp)
	to acknowledge receipt if the notice of the	to acknowledge receipt if the notice of the
	Company is delivered by hand, and the notice	Company is delivered by hand, and the notice
	shall be deemed received on the date of	shall be deemed received on the date of
	delivery. The notice is deemed received on the	delivery. The notice is deemed received on the
	third business day after such notice is	third business day after such notice is
	delivered by post if it is sent by post. The	delivered by post if it is sent by post. The
	notice is deemed received on the date of the	notice is deemed received on the date of the
	facsimile delivery report if it is sent by	facsimile delivery report if it is sent by
	facsimile. The notice is deemed received on	facsimile; and the notice sent by
	the date of transmission if it is sent by e-mail.	announcement shall be deemed effectively
		served on the date of its first publication.

No.	Original Articles	Revised Articles
164.	CHAPTER 11 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION	CHAPTER 11 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL, DISSOLUTION AND LIQUIDATION
	SECTION 1 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL	SECTION 1 MERGER, DIVISION, INCREASE AND DECREASE OF CAPITAL
	Article 238 Subject to approval by way of special resolution at a shareholders' general meeting, the Company may divide or merger with other companies in accordance with the laws, regulations and these articles of association.	Article 238 Subject to approval by way of special resolution at a shareholders' general meeting, the Company may divide or merger with other companies in accordance with the laws, regulations and these articles of association.
	In the event of the merger or division of the Company, a plan shall be proposed by the board of directors for approval in accordance with these articles of association. Application for merger or division shall be processed in accordance with the laws. Shareholders who oppose the plan for merger or division of the Company may demand the Company or the shareholders consenting such a plan to purchase their shares at a fair price. Documents in respect of the resolution of the Company on the merger or division shall be prepared for inspection by the shareholders.	In the event of the merger or division of the Company, a plan shall be proposed by the board of directors for approval in accordance with these articles of association. Application for merger or division shall be processed in accordance with the laws. Shareholders who oppose the plan for merger or division of the Company may demand the Company or the shareholders consenting such a plan to purchase their shares at a fair price. Documents in respect of the resolution of the Company on the merger or division shall be prepared for inspection by the shareholders.
	The documents shall also be sent by post or other means in accordance with these articles of association to the holders of H shares.	The documents shall also be sent by post or other means in accordance with these articles of association to the holders of H shares.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
165.	SECTION 2 DISSOLUTION AND LIQUIDATION	SECTION 2 DISSOLUTION AND LIQUIDATION
	Article 246 The Company shall be dissolved and liquidated in accordance with the laws upon the occurrence of any of the following events:	Article 182 The Company shall be dissolved and liquidated in accordance with the laws upon the occurrence of any of the following events The Company may be dissolved in any of the following circumstances:
	(I) expiry of the valid term of the business or the occurrence of other events of dissolution as stated in these articles of association;	(I) expiry of the valid term of the business or the occurrence of other events of dissolution as stated in these articles of association;
	(II) a resolution for dissolution is passed by a shareholders' general meeting;	(II) a resolution for dissolution is passed by a shareholders' general meeting;
	(III) dissolution is necessary due to a merger or division of the Company;(IV) due Company;	(III) dissolution is necessary due to a merger or division of the Company;
	(IV) the Company is revoked of business license, ordered to close or canceled according to law;	(IV) the Company is revoked of business license, ordered to close or canceled according to law;
	(V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10% of all shareholders' voting rights may petition a people's court to dissolve the Company.	(V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10% of all shareholders' voting rights may petition a people's court to dissolve the Company.
166.	Article 247 Upon the occurrence of the situation mentioned in sub-paragraph (I) of article 246, the Company may continue to exist by amending these articles of association.	Article 183 Upon the occurrence of the situation mentioned in sub-paragraph (I) of <u>Article 182</u> article 246, the Company may continue to exist by amending these articles of association.
	Amendments to these articles of association in accordance with the preceding paragraph shall be approved by not less than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.	Amendments to these articles of association in accordance with the preceding paragraph shall be approved by not less than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.

No.	Original Articles	Revised Articles
167.	Article 248 In the case of dissolution of the Company under sub-paragraph (I), (II), (IV) and (V) of article 246, a liquidation committee shall be formed within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The members of the liquidation committee shall be directors or other persons appointed by a shareholders' general meeting. If a liquidation committee is not established in time, the creditors may apply to the people's court to establish a liquidation committee by their appointment to proceed with the liquidation.	Article 184 In the case of dissolution of the Company under sub-paragraph (I), (II), (IV) and (V) of <u>Article 182</u> article 246, a liquidation committee shall be formed within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The members of the liquidation committee shall be directors or other persons appointed by a shareholders' general meeting. If a liquidation committee is not established in time, the creditors may apply to the people's court to establish a liquidation committee by their appointment to proceed with the liquidation.
168.	Article 249 Where the board of directors proposes to liquidate the Company due to causes other than insolvency, the board of directors shall issue a notice to convene a shareholders' general meeting to consider the liquidation. The notice shall include a statement that, after making a full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.	Article 249 Where the board of directors proposes to liquidate the Company due to eauses other than insolvency, the board of directors shall issue a notice to convene a shareholders' general meeting to consider the liquidation. The notice shall include a statement that, after making a full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation.
	Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors and general manager shall cease. The Company shall not carry out any new business during its liquidation. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to produce reports at least once a year to the shareholders' general meeting on the income and expenditure of the liquidation committee, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting on completion of the liquidation.	Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors and general manager shall cease. The Company shall not earry out any new business during its liquidation. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to produce reports at least once a year to the shareholders' general meeting on the income and expenditure of the liquidation committee, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders' general meeting on completion of the liquidation.

No.	Original Articles	Revised Articles
169.	Article 252 After the liquidation committee	Article 187 After the liquidation committee
109.	has thoroughly examined the assets of the	has thoroughly examined the assets of the
	Company and prepared the balance sheets and	Company and prepared the balance sheets and
	a list of assets, it shall formulate a liquidation	a list of assets, it shall formulate a liquidation
	plan for submission to the shareholders'	plan for submission to the shareholders'
	general meeting or the people's court for	general meeting or the people's court for
	confirmation. If the liquidation committee	confirmation. If the liquidation committee
	discovers that the assets of the Company	discovers that the assets of the Company are
	are insufficient to pay its debts in full, it	insufficient to pay its debts in full, it shall
	shall apply to the people's court for a	apply to the people's court for a declaration of
	declaration of bankruptcy in accordance with the laws.	bankruptcy in accordance with the laws.
	with the laws.	After the magnic's court has ruled for the
	After the neerle's count has ruled for the	After the people's court has ruled for the
	After the people's court has ruled for the	Company to declare bankruptey, the
	Company to declare bankruptcy, the liquidation of the Company shall be dealt	liquidation of the Company shall be dealt with
	liquidation of the Company shall be dealt	by the people's court.
	with by the people's court.	Unon normant of liquidation organized
		<u>Upon payment of liquidation expenses,</u> employee remuneration, social insurance
		premiums, statutory compensation, tax
		obligations and company debt, the residual assets shall be distributed among
		assets shall be distributed among shareholders in proportion to their
		respective holdings.
		respective notatings.
		The Company shall continue to exist during
		the liquidation period, although it cannot
		engage in business activities that are not
		related to the liquidation.
		The distribution of assets to shareholders
		prior to the satisfaction of the
		aforementioned obligations shall not be
		permitted.
170.		(newly added)
		Article 188 If the liquidation committee,
		after thoroughly examining the assets of the
		Company and preparing the balance sheets
		and a list of assets, discovers that the assets
		of the Company are insufficient to pay its
		debts in full, it shall apply to the people's
		court for a declaration of bankruptcy in
		accordance with the laws.
		After the people's court has ruled for the
		Company to declare bankruptcy, the
		liquidation of the Company shall be dealt
		with by the people's court.

No.	Original Articles	Revised Articles
171.	Article 253 After the liquidation of the	Article 189 After the liquidation of the
1,11	Company is completed, the liquidation	Company is completed, the liquidation
	committee shall prepare a liquidation report, a	committee shall prepare a liquidation report
	statement of income and expense and	and, a statement of income and expense and
	financial accounts in respect of the	financial accounts in respect of the liquidation
	-	
	liquidation period for verification by a	period for verification by a certified public
	certified public accountant in China before	accountant in China before they are submitted
	they are submitted to the shareholders'	submit it to the shareholders' general meeting
	general meeting or the people's court for	or the people's court for confirmation. The
	confirmation. The liquidation committee	liquidation committee shall then deliver the
	shall then deliver the same to the competent	liquidation report to the companies registry
	administration of industry and commerce	within 30 days from the date of confirmation
	within 30 days from the date of	of the liquidation report by the shareholders'
	confirmation of the liquidation report by	general meeting or the competent authorities,
	the shareholders' general meeting or the	apply for the deregistration of the Company
	competent authorities, apply for the	and announce the termination of the Company.
	deregistration of the Company and announce	
	the termination of the Company.	
172.	Article 254 Settlement of liabilities out of	Article 254 Settlement of liabilities out of the
	the properties of the Company shall be	properties of the Company shall be made in
	made in the following order:	the following order:
	(I) liquidation expenses;	(I) liquidation expenses;
	(II) wages due to employees of the	(II) wages due to employees of the Company,
	Company, labor insurance fees and	labor insurance fees and statutory
	statutory compensation;	compensation;
	v k /	
	(III) taxes payable;	(III) taxes payable;
	(IV) debts of the Company.	(IV) debts of the Company.
	() state i i i i i i j	r y y h h h h h h h h h h
	The residual assets of the Company after	The residual assets of the Company after
	settlement of all liabilities shall be	settlement of all liabilities shall be distributed
	distributed to the shareholders of the	to the shareholders of the Company according
	Company according to the class and	to the class and proportion of their
	proportion of their shareholdings.	shareholdings.
	proportion of their shareholdings.	snaren ordings.
		To be deleted, with article numbers to be
		adjusted accordingly
		aujusteu accorunigiy

No.	Original Articles	Revised Articles
173.	Article 256 After inspection of the	Article 191 After inspection of the properties
	properties of the Company and preparation	of the Company and preparation of the balance
	of the balance sheet and list of assets, if the	sheet and list of assets, if the liquidation
	liquidation committee realizes that the	committee realizes that the Company does not
	Company does not have sufficient assets to	have sufficient assets to meet its liabilities, it
	meet its liabilities, it must apply	must apply immediately to the people's court
	immediately to the people's court for a	for a declaration of bankruptcy. After such
	declaration of bankruptcy. After such	declaration of bankruptcy by the people's
	declaration of bankruptcy by the people's	court, the liquidation shall be dealt with by the
	court, the liquidation shall be dealt with by	people's court. Liquidation of a company
	the people's court. Liquidation of a company	declared bankrupt in accordance with the laws
	declared bankrupt in accordance with the laws	shall be processed in accordance with the laws
	shall be processed in accordance with the laws	of corporate bankruptcy.
	of corporate bankruptcy.	
174.	Article 257 After completion of the	Article 257 After completion of the
	liquidation, the liquidation committee shall	liquidation, the liquidation committee shall
	prepare and submit a liquidation report to	prepare and submit a liquidation report to a
	a shareholders' general meeting or a	shareholders' general meeting or a people's
	people's court for confirmation. Subject to	court for confirmation. Subject to such
	such confirmation, the report shall be	confirmation, the report shall be submitted to
	submitted to the company registration	the company registration authority for the
	authority for the deregistration of the	deregistration of the Company. An
	Company. An announcement of its	announcement of its termination shall be
	termination shall be published.	published.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
175.	CHAPTER 12 AMENDMENTS OF THESE ARTICLES OF ASSOCIATION	CHAPTER 11 AMENDMENTS OF THESE ARTICLES OF ASSOCIATION
	Article 258 Amendments shall be made to these articles of association by the Company in any of the following circumstances:	Article 192 Amendments shall be made to these articles of association by the Company in any of the following circumstances:
	(I) after an amendment of the Company Law or the laws and regulations, and there is any conflict between the provisions of these articles of association and those of the amended Company Law and laws and regulations;	(I) after an amendment of the Company Law or the laws and regulations, and there is any conflict between the provisions of these articles of association and those of the amended Company Law and laws and regulations;
	(II) there are changes in the particulars of the Company which are different from that set out in these articles of association;	(II) there are changes in the particulars of the Company which are different from that set out in these articles of association;
	(III) a resolution of a shareholders' general meeting is passed to amend these articles of association;	(III) a resolution of a shareholders' general meeting is passed to amend these articles of association.
	(IV) Registration shall be made in respect of the amendment of these articles of association involving changes in particulars of registration required by the laws and regulations. The amendment of these articles of association involving the matters of the Mandatory Provisions shall become effective upon approval from the company approval department under the State Council and the securities regulatory authorities under the State Council. The amendment of these articles of association involving changes in particulars of the registration of the Company shall be registered in accordance with the laws.	(IV) Registration shall be made in respect of the amendment of these articles of association involving changes in particulars of registration required by the laws and regulations. The amendment of these articles of association involving the matters of the Mandatory Provisions shall become effective upon approval from the company approval department under the State Council and the securities regulatory authorities under the State Council. The amendment of these articles of association involving changes in particulars of the registration of the Company shall be registered in accordance with the laws.
176.	0	(newly added)
		Article 193 Amendments of the matters of these Articles of Association adopted by a resolution of the shareholders' general meeting which are subject to approvals from relevant competent authority shall be submitted to the original competent authority for approval; if there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law.
177.		(newly added)
		Article 195 If amendments to these Articles of Association need to be disclosed pursuant to laws and regulations, they shall be disclosed accordingly.

No.	Original Articles	Revised Articles
178.	CHAPTER 13 DISPUTE RESOLUTION	CHAPTER 13 DISPUTE RESOLUTION
	Article 260 The Company shall abide by the following principles for dispute resolution:	Article 260 The Company shall abide by the following principles for dispute resolution:
	(I) For disputes or claims between holders of the overseas listed foreign shares and the Company, between holders of the overseas listed foreign shares and the directors, supervisors, general manager or senior management of the Company, between the Company and its directors or senior management, or between holders of the overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations under these articles of association, the Company Law and laws and regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.	(I) For disputes or claims between holders of the overseas listed foreign shares and the Company, between holders of the overseas listed foreign shares and the directors, supervisors, general manager or senior management of the Company, between the Company and its directors or senior management, or between holders of the overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations under these articles of association, the Company Law and laws and regulations eoncerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.
	Where a dispute or claim of rights referred to above is submitted to arbitration, the entire claim or dispute shall be referred to arbitration and all parties who have a cause of action based on the same facts giving rise to the dispute or claim, or whose participation is necessary for the resolution of such dispute or claim, shall agree with the arbitration if such party is the Company, its shareholders, directors, supervisors, general manager or senior management of the Company.	Where a dispute or claim of rights referred to above is submitted to arbitration, the entire claim or dispute shall be referred to arbitration and all parties who have a cause of action based on the same facts giving rise to the dispute or claim, or whose participation is necessary for the resolution of such dispute or claim, shall agree with the arbitration if such party is the Company, its shareholders, directors, supervisors, general manager or senior management of the Company.
	Disputes in respect of the identification of shareholders and the register of shareholders may not be resolved by arbitration.	shareholders and the register of shareholders may not be resolved by arbitration. (II) A claimant may select to refer the same for arbitration to either the China International Economic and Trade Arbitration Commission
	(II) A claimant may select to refer the same for arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body selected by the claimant. If a claimant refers the same for arbitration centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration	in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body selected by the claimant. If a claimant refers the same for arbitration to the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.

No.	Original Articles	Revised Articles
	(III) If any disputes or claims of rights are	(III) If any disputes or claims of rights are
	settled by way of arbitration in accordance	settled by way of arbitration in accordance
	with sub-paragraph (I), the laws of the	with sub-paragraph (I), the laws of the
	People's Republic of China (excluding the	People's Republic of China (excluding the
	Hong Kong Special Administrative Region,	Hong Kong Special Administrative Region,
	Macau Special Administrative Region and	Macau Special Administrative Region and
	Taiwan) shall apply, save as otherwise	Taiwan) shall apply, save as otherwise
	provided in the laws and regulations.	provided in the laws and regulations.
	(IV) The award of an arbitral body shall be	(IV) The award of an arbitral body shall be
	final and conclusive and binding on all	final and conclusive and binding on all parties.
	parties.	
		(V) Any arbitration submitted shall be deemed
	(V) Any arbitration submitted shall be	as authorizing the arbitration tribunal to
	deemed as authorizing the arbitration	conduct a public hearing and announce its
	tribunal to conduct a public hearing and	verdict.
	announce its verdict.	
		To be deleted, with article numbers to be
		adjusted accordingly
179.	CHAPTER 14 SUPPLEMENTARY	CHAPTER 12 SUPPLEMENTARY
	PROVISIONS	PROVISIONS
	Article 261 Definitions	Article 196 Definitions
	(I) "De facto controller(s)" refers to any party	(I) "Controlling shareholder" refers to a
	who is not a shareholder of the Company but	shareholder whose ownership of ordinary
	may have a de facto control on any acts of the	shares (including preferred shares with
	Company through investment, agreements or	restored voting rights) exceeds fifty percent
	any other arrangements.	of the total share capital of the company.
		Alternatively, it refers to a shareholder
	(II) "Connected relationship" refers to the	whose ownership, though less than fifty
	relationship between the controlling	percent, possesses voting rights that are
	shareholders, de facto controllers, directors,	deemed sufficient to exert significant
	supervisors, senior management of the	influence over resolutions at the
	Company and any enterprise(s) directly or	shareholders' general meeting.
	indirectly controlled by the Company, and	
	other relationships that may lead to a transfer	(II) "De facto controller(s)" refers to any party
	of interests of the Company. State-controlled	who is not a shareholder of the Company but
	enterprises, however, shall not be connected	may have a de facto control on any acts of the
	by the virtue of being controlled by the state.	Company through investment, agreements or
	, , , , , , , , , , , , , , , , , , , ,	any other arrangements.

No.	Original Articles	Revised Articles
	(III) "Subsidiary(ies) of the Company" refers	(III) "Connected relationship" refers to the
	to a company in which the Company holds	relationship between the controlling
	more than 50% of its shares or may determine	shareholders, de facto controllers, directors,
	the election of majority of the member of its	supervisors, senior management of the
	board of directors or may have de facto	Company and any enterprise(s) directly or
	control through agreements or other	indirectly controlled by the Company, and
	arrangements.	other relationships that may lead to a transfer
		of interests of the Company. State-controlled
	(IV) "RMB" refers to Renminbi, the lawful	enterprises, however, shall not be connected
	currency of the People's Republic of China,	by the virtue of being controlled by the state.
	unless the context otherwise specifies.	
		(IV) "Subsidiary(ies) of the Company" refers
		to a company in which the Company holds
		more than 50% of its shares or may determine
		the election of majority of the member of its board of directors or may have de facto
		control through agreements or other
		arrangements.
		(V) "RMB" refers to Renminbi, the lawful
		currency of the People's Republic of China,
		unless the context otherwise specifies.
180.	Article 262 The term "accounting firm"	Article 197 The term "accounting firm"
	referred herein shall have the same meaning as	referred herein shall have the same meaning as
	the term "auditor".	the term "auditor". Unless explicitly specified
		by applicable laws, administrative
		regulations, or relevant regulatory rules of
		the stock exchange where the company's
		shares are listed, the term "independent
		non-executive director" as used in these
		articles shall be deemed synonymous with
		<u>"independent director".</u>
181.	Article 264 Any matter not contained in	Article 264 Any matter not contained in these
	these articles of association shall be agreed	articles of association shall be agreed upon by
	upon by the shareholders of the Company	the shareholders of the Company by written
	by written agreements. If there is any	agreements. If there is any conflict between
	conflict between these articles of association	these articles of association and such written
	and such written agreements entered into	agreements entered into by and between the
	by and between the shareholders, the	shareholders, the written agreements shall
	written agreements shall prevail.	prevail.
		To be deleted, with article numbers to be
		adjusted accordingly

PROPOSED AMENDMENTS TO RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETING

Comparison Table of Amendments to the Rules of Procedures for the Shareholders' General Meeting

Original Articles	Revised Articles
Article 1 To regulate the conduct of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Company") and ensure that the shareholders' general meeting legitimately exercises its powers and functions, these Rules of Procedure are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the State Council Special Provisions on the Overseas Offering and Listing of Shares of Companies Limited by Shares, the Mandatory Provisions of the Articles of Association of Companies Listed Overseas, the Letter of Opinions on Supplementary Amendments to the Articles of Association of Hong Kong Listed Companies, the Opinions on Further Promoting the Standardized Operation and Deepened Reforms of Overseas Listed Companies, the Reply of the State Council to the Adjustment of Regulations Applicable to the Provisions of the Notification Period for General Meetings of Overseas Listed Companies, and Other Matters, the Code of Corporate Governance for Listed Companies, the Rules for the Shareholders' General Meetings of Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Nules") and other relevant laws, administrative regulations") as well as the relevant provisions of the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Articles of Association").	Article 1 To regulate the conduct of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Company") and ensure that the shareholders' general meeting legitimately exercises its powers and functions, these Rules of Procedure are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Guidelines on the Application of Regulatory Rules – No. 1 for Overseas Offering and Listing, the State Council Special Provisions on the Overseas Offering and Listing of Shares of Companies Limited by Shares, the Mandatory Provisions of the Articles of Association of Companies Listed Overseas, the Letter of Opinions on Supplementary Amendments to the Articles of Association of Hong Kong Listed Companies, the Opinions on Further Promoting the Standardized Operation and Deepened Reforms of Overseas Listed Companies, the Reply of the State Council to the Adjustment of Regulations Applicable to the Provisions of the Notification Period for General Meetings of Overseas Listed Companies, and Other Matters, the Code of Corporate Governance for Listed Companies, the Rules for the Shareholders' General Meetings of Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws, administrative regulations") as well as the relevant provisions of the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Articles of Association"). (newly added) Article 9 If the supervisory committee or
	shareholders' general meeting on its/their own, a written notice shall be submitted to the board of directors. A resolution shall be considered and approved at the shareholders' general meeting where the convening shareholder shall hold no less than 10% of the shares of the Company.

Original Articles	Revised Articles
	(newly added)
	Article 10 When the supervisory committee or shareholders convene(s) a general meeting on its/their own, the board of directors and the secretary to the board of directors shall offer their support. The board of directors shall furnish the register of shareholders as of the record date.
Article 10 The proposals shall fall within the scope of functions and powers of the shareholders' general meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws and regulations and the Articles of Association.	Article 12 The proposals put forward to the shareholders' general meetings shall fall within the scope of functions and powers of the shareholders' general meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws and regulations and the Articles of Association.
 Article 11 Except where the Articles of Association impose additional requirements on shareholders raising specific proposals, shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals within two days after receipt thereof. Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' 	Article 13 When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company. <u>Except where the Articles of Association</u> impose additional requirements on shareholders raising specific proposals, shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals
general meeting. Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 10 of these Rules shall not be voted on or resolved at the shareholders' general meeting.	within two days after receipt thereof. Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.
	Proposals which are not specified in the notice of the shareholders' general meeting or which are not in compliance with Article 12 of these Rules shall not be voted on or resolved at the shareholders' general meeting.

Original Articles	Revised Articles
Article 12 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 20 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.	Article 14 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 21 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.
The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations.	The notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. Alternatively, the notice of shareholders' general meeting can be published on the website of the Company or the websites designated by the Hong Kong Stock Exchange in accordance with the applicable laws, regulations and the listing
The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting: (I) to be sent to each holder of overseas listed	rules of the place where the shares of the Company are listed. If, subject to the Company's Articles of Association, a notice shall be issued to holders of overseas listed foreign shares, the said notice shall also be published in such manner as stipulated by the Hong Kong Listing Rules. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws
foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares; (II) to be published on the website of the Company or the websites designated by the	and regulations. to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;
securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;	(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws regulations and relevant
(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.The periods of "20 days" and "15 days" shall not include the day on which the meeting is	applicable laws, regulations and relevant listing rules; (III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.
convened but include the day on which the notice is issued.	The periods of " 21 days " and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.

Original Articles	Revised Articles
Article 13 Notices and supplementary notices	Article 13 Notices and supplementary notices
of shareholders' general meetings shall	of shareholders' general meetings shall
adequately and completely disclose the	adequately and completely disclose the
particulars of all proposals, and provide all	particulars of all proposals, and provide all
data or explanation necessary for the	data or explanation necessary for the
shareholders to make reasonable judgment	shareholders to make reasonable judgment
towards the matters to be discussed. Where the	towards the matters to be discussed. Where the
opinions of an independent non-executive	opinions of an independent non-executive
director are required on the matters to be	director are required on the matters to be
discussed, such opinions and reasons thereof	discussed, such opinions and reasons thereof
shall be provided when the notices or	shall be provided when the notices or
supplementary notices of shareholders' general	supplementary notices of shareholders' general
meetings are served.	meetings are served.
The accidental omission to give notice of a	The accidental omission to give notice of a
meeting to, or the failure to receive the notice	meeting to, or the failure to receive the notice
of a meeting by, any person entitled to receive	of a meeting by, any person entitled to receive
such notice, shall not invalidate the meeting	such notice, shall not invalidate the meeting
and the resolutions passed at the meeting.	and the resolutions passed at the meeting.
If the listing rules in the place where the stocks	If the listing rules in the place where the stocks
of the Company are listed require the	of the Company are listed require the
Company to send, mail, dispatch, issue,	Company to send, mail, dispatch, issue,
publish or provide by other means the relevant	publish or provide by other means the relevant
documents of the Company in both English	documents of the Company in both English
and Chinese versions, the Company may (if a	and Chinese versions, the Company may (if a
shareholder has so indicated) send only	shareholder has so indicated) send only
English text or only Chinese text to relevant	English text or only Chinese text to relevant
shareholders to the extent permitted by the	shareholders to the extent permitted by the
applicable laws and regulations, provided that	applicable laws and regulations, provided that
the Company has made appropriate	the Company has made appropriate
arrangements to determine whether its	arrangements to determine whether its
shareholders wish to receive only English text	shareholders wish to receive only English text
or only Chinese text.	or only Chinese text.

Original Articles	Revised Articles
Article 14 If the election of directors or	Article 15 If the election of directors or
supervisors is proposed to be discussed at a	supervisors is proposed to be discussed at a
shareholders' general meeting, the notice of	shareholders' general meeting, the notice of
such meeting shall adequately disclose	such meeting shall adequately disclose
particulars of the candidates for directors or supervisors, which shall at least include:	particulars of the candidates for directors or supervisors, which shall at least include:
(I) personal particulars, including educational background, work experience, and part-time jobs;	(I) personal particulars, including educational background, work experience, and part-time jobs;
(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;	(II) whether they are connected with the Company, its controlling shareholders or de facto controllers;
(III) their shareholdings in the Company;	(III) their shareholdings in the Company;
(IV) whether they are subject to the punishment of competent securities regulator and the penalty of stock exchanges;	(IV) whether they are subject to the punishment of the CSRC and other relevant departments and the penalty of stock exchanges the punishment of the CSRC and
Election of each candidate for director or supervisor shall be conducted by separate	other relevant departments and the penalty of stock exchanges;
resolution.	(V) information of the directors or supervisors newly appointed, re-elected or re-designated required to be disclosed under the Hong Kong Listing Rules.
	Except for the election of directors and supervisors through cumulative voting, election of each candidate for director or supervisor shall be conducted by separate resolution.

Original Articles	Revised Articles
Article 15 The notice of a shareholders'	Article 15 The notice of a shareholders'
general meeting shall:	general meeting shall:
(I) be made in writing;	(I) be made in writing;
(II) specify the venue, date and time of the meeting;	(II) specify the venue, date and time of the meeting;
(III) state the matters to be discussed at the meeting;	(III) state the matters to be discussed at the meeting;
(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;	(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;
(V) provide such information and explanation	(V) provide such information and explanation
necessary for shareholders to exercise an informed judgment on the proposals to be	necessary for shareholders to exercise an informed judgment on the proposals to be
discussed and shall include (but not limited	discussed and shall include (but not limited
to), where a proposal on merger, repurchase of	to), where a proposal on merger, repurchase of
shares, restructuring of share capital or other	shares, restructuring of share capital or other
restructuring is put forward by the Company,	restructuring is put forward by the Company,
the provision of the specific conditions and the contracts (if any) of the transactions	the provision of the specific conditions and the contracts (if any) of the transactions
contracts (if any) of the transactions contemplated, and the causes and	contracts (If any) of the transactions contemplated, and the causes and
consequences of such proposals shall be	consequences of such proposals shall be
properly explained;	properly explained;

Original Articles	Revised Articles
(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;	(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;
(VII) contain the full text of any special resolution proposed to be passed at the meeting;	(VII) contain the full text of any special resolution proposed to be passed at the meeting;
(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;	(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;
(IX) specify the time and place for lodging proxy forms for voting at the meeting;	(IX) specify the time and place for lodging proxy forms for voting at the meeting;
(X) specify the name and telephone number of the contact person of the meeting.	(X) specify the name and telephone number of the contact person of the meeting.
Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the	(I) specify the time, venue and duration of the meeting;
particulars of all proposals. Where the opinions of an independent non- executive director are required on the matters to be	(II) state the matters and proposals to be deliberated at the meeting;
discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.	(III) contain a statement explicitly stating that all holders of ordinary shares (including preferred shareholders with restored voting rights) are entitled to attend the shareholders' general meeting in person
Where a shareholders' general meeting is held via the Internet or by other means, the notice of the shareholders' general meeting shall	or by proxy and to vote on their behalf and that such proxies need not be a shareholder;
specify the time and procedures of Internet voting or otherwise.	(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;

Original Articles	Revised Articles
	(V) specify the name and telephone number
	of the contact person of the meeting;
	(VI) specify the time and procedures for voting via the Internet or by other means;
	(VII) contain other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these Articles of Association.
	Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals. Where the opinions of an independent non- executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.
	Where a shareholders' general meeting is held via the Internet or by other means, the notice of the shareholders' general meeting shall specify the time and procedures of Internet voting or otherwise.
Article 16 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or canceled and the proposals set out in the notice shall not be canceled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date.	Article 17 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date. If the Company changes the venue or time of a shareholders' general meeting, it shall give adequate prior notice to the shareholders.

Original Articles	Revised Articles
Article 17 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting.	Article 18 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting. A shareholders' general meeting
A shareholders' general meeting shall be convened on-site at a venue and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting. Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:	 shall be held at a place and time where as many shareholders as possible are present. A shareholders' general meeting shall be convened on-site at a venue or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting. Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her
(I) the shareholder's rights to speak at the shareholders' general meeting;(II) the rights to demond by himself/hercelf or	proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:
(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;	(I) the shareholder's rights to speak at the shareholders' general meeting;
(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.	(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;
	(III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.
	A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.

Original Articles	Revised Articles
0	If the shareholders remotely participate in
	the shareholders' general meeting through
	the Internet, video conferencing, electronic
	meeting or other means, they shall complete
	the registration and identity verification in
	accordance with the notice of the
	shareholders' general meeting in advance,
	send their personal information to the
	Company, and use the link and password
	provided by the Company to participate in
	the shareholders' general meeting. Without
	prejudice to the normal convening of the
	shareholders' general meeting, the board of
	directors and the chairman of the meeting
	shall arrange for shareholders who remotely
	participate in the shareholders' general
	meeting to speak and ask questions during
	the meeting. If the Company does not
	provide a voting system for shareholders
	who remotely participate in the
	shareholders' general meeting, shareholder
	who is unable to attend the shareholders'
	general meeting on-site may appoint his/her
	proxy to vote at the shareholders' general
	meeting on his/her behalf.
	Once the notice of a shareholders' general
	meeting has been issued, the venue of the
	on-site meeting shall not be changed without
	valid reasons. If a change of venue is
	necessary, the convener shall serve a notice
	on the shareholders make an announcement
	stating the reasons at least two working days
	prior to the date of the on-site meeting.
Article 19 Where a shareholders' general	Article 19 Where a shareholders' general
meeting is held via the Internet or by other	meeting is held via the Internet or by other
means, the notice of the shareholders' general	many the notice of the shoreholders' concret
means, the notice of the shareholders general	means, the notice of the shareholders' general
meeting shall specify the time and procedures of Internet voting or otherwise.	meeting shall specify the time and procedures of Internet voting or otherwise.

Original Articles	Revised Articles
To be added	Article 21 All holders of the Company's
	ordinary shares (including preferred
	shareholders with restored voting rights)
	whose names appear in the register of
	shareholders as of the record of or their
	proxies shall be entitled to attend the
	shareholders' general meeting and vote in
	accordance with the applicable laws,
	regulations and the Articles of Association.
	A shareholder may either attend and vote at
	the shareholders' general meeting in person
	or appoint a proxy to attend, speak and vote
	on his/her behalf.
To be added	Article 25 When the shareholders' general
	meeting is convened, all members of the
	board of directors, supervisors, and the
	board secretary shall attend the meeting,
	while the general manager and other senior
	officers shall attend the meeting but without
	voting rights.
Article 24 A shareholders' general meeting	Article 26 A shareholders' general meeting
shall be presided over by the chairman of the	shall be presided over by the chairman of the
board of directors. If the chairman is unable or	board of directors. If the chairman is unable or
fails to discharge his/her duties, half or more	fails to discharge his/her duties, half or more
of the directors shall designate a director to	of the directors shall designate a director to
preside over the meeting. If no chairman of the	preside over the meeting. If no chairman of the
meeting has been designated, the shareholders	meeting has been designated, the shareholders
present shall elect one person to be the	present shall elect one person to be the
chairman of the meeting. If for any reason the	chairman of the meeting. If for any reason the
shareholders fail to elect a chairman, then the	shareholders fail to elect a chairman, then the
shareholder (including his proxy) present in	shareholder (including his proxy) present in
person or by proxy who holds the largest	person or by proxy who holds the largest
1 C 1 ' 1 ' 1 ()	number of shares carrying the right to vote
number of shares carrying the right to vote	number of shares carrying the fight to vote

Original Articles	Revised Articles
Original Articles Article 29 When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected	Revised Articles Article 31 When the shareholders' general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the shareholders' general meeting shall fully disclose the voting by the unconnected
No voting rights shall be attached to the shares held by the Company, and such shares shall not be counted among the total number of voting shares held by the shareholders present at a shareholders' general meeting.	When a shareholder (including his/her proxy) exercises his/her voting rights based on the number of voting shares which he/she represents, each share shall entitle him/her to one vote.
	No voting rights shall be attached to the shares held by the Company, and such shares shall not be counted among the total number of voting shares held by the shareholders present at a shareholders' general meeting.
Article 30 When a proposal is considered at a shareholders' general meeting, no amendment shall be made unless such amendment is deemed to be made as a new proposal which shall not be voted on at the current shareholders' general meeting.	Article 32 When a proposal is considered at a shareholders' general meeting, no amendment shall be made unless such amendment is deemed to be made as a new proposal which shall not be voted on at the current shareholders' general meeting.
Article 31 A vote may only be cast by either on-site voting, network or other voting methods. If one vote is cast by more than one method, the first vote shall prevail. Article 32 The resolutions submitted to the shareholders' general meeting of the Company	Article 33 A vote may only be cast by either on-site voting, network or other voting methods. If one vote is cast by more than one method, the first vote shall prevail. Article 34 The resolutions submitted to the shareholders' general meeting of the
shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.	shareholders' general meeting of the Company shall be voted by open ballot. However, subject to the requirements of the stock exchange in the place where the shares of the Company are listed, the chairman of the meeting may, in accordance with the principle of good faith, allow resolutions purely related to procedural or administrative matters to be voted on by a show of hands.

PROPOSED AMENDMENTS TO RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETING

Original ArticlesRevised ArticlesArticle 33 Where a poll is demanded on the matters relating to the election of chairman or the adjournment of the meeting, a poll shall be taken forthwith. Where a poll is demanded on any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.Article 34 When a poll is taken at a meeting, a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/herRevised ArticlesOriginal Article 34 When a poll is taken at a meeting.Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/herArticle 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/herRevised Articles
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any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.any other matter, it shall be taken at such time as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting.Article 34 When a poll is taken at a meeting, shareholder (including his/her proxy) entitledArticle 34 When a poll is taken at a meeting shareholder (including his/her proxy) entitled
as the chairman of the meeting may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be regarded as a resolution passed at that meeting. Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled as the chairman of the meeting may decide and the meeting may proceed to discuss oth matters, while the results of the poll shall still be regarded as a resolution passed at that meeting. Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled
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be regarded as a resolution passed at that meeting.be regarded as a resolution passed at the meeting.Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitledArticle 34 When a poll is taken at a meeting shareholder (including his/her proxy) entitled
meeting.meeting.Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitledArticle 34 When a poll is taken at a meeting shareholder (including his/her proxy) entitled
Article 34 When a poll is taken at a meeting, a shareholder (including his/her proxy) entitledArticle 34 When a poll is taken at a meeting shareholder (including his/her proxy) entitled
shareholder (including his/her proxy) entitled shareholder (including his/her proxy) entitled
votes in the same way.
Article 35 Where the number of votes for and Article 35 Where the number of votes for a
against are equal, the chairman of the meeting against are equal, the chairman of the meeti
shall be entitled to cast one additional vote, shall be entitled to cast one additional vo
irrespective of voting by show of hands or by irrespective of voting by show of hands or
poll. poll.
Article 37 Before the shareholders' general Article 36 Before the shareholders' gene
meeting votes on a proposal, two shareholder meeting votes on a proposal, two shareholder
representatives shall be elected to participate representatives shall be elected to participate
in the vote counting and vote scrutiny. Where in the vote counting and vote scrutiny. When
a shareholder has an interest in a matter being shareholder has a material interest in a mat
deliberated, he/she and his/her proxy may not being considered, he/she and his/her pro
participate in the vote counting or vote may not participate in the vote counting
scrutiny. vote scrutiny.
When the shareholders' general meeting votes on When the shareholders' general meeting votes
a proposal, the shareholders' representatives and a proposal, the shareholders' representatives a
supervisors' representatives shall be jointly supervisors' representatives shall be join
responsible for counting the votes and responsible for counting the votes a
scrutinizing the vote count. Any shareholder or scrutinizing the vote count and shall annour
his/her proxy voting via Internet or other means the results of the vote on the spot. The result
is entitled to verify his/her vote through the of the votes on the resolutions shall be enter
corresponding voting system. into the minutes of the meeting.
Any shareholder or his/her proxy voting
Internet or other means is entitled to ver
his/her vote through the corresponding voti
system.

PROPOSED AMENDMENTS TO RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETING

Original Articles	Revised Articles
Article 38 The shareholders' general meeting	Article 37 The shareholders' general meeting
held on-site shall not end earlier than the	held on-site shall not end earlier than the
shareholders' general meetings otherwise held.	shareholders' general meetings otherwise held.
The chairman of shareholders' general meeting	The chairman of shareholders' general meeting
shall announce the outcome and results of the	shall announce the outcome and results of the
vote on each proposal and announce whether	vote on each proposal and announce whether
each such proposal has been passed based on	each such proposal has been passed based on
the results of the votes.	the results of the votes.
The chairman of the meeting shall decide	The chairman of the meeting shall decide
whether or not a resolution of the	whether or not a resolution of the
shareholders' general meeting has passed. His	shareholders' general meeting has passed. His
decision shall be final and shall be announced	decision shall be final and shall be announced
at the meeting and recorded in the minutes of	at the meeting and recorded in the minutes of
the meeting.	the meeting.
Until the formal announcement of the voting	Until the formal announcement of the voting
results, relevant parties, such as the	results, relevant parties, such as the
companies, vote counters, scrutineers, major	companies, vote counters, scrutineers and
shareholders and Internet service provider,	major shareholders, involved in the voting in
involved in the voting in person, via the	person or in other ways at the shareholders'
Internet or in other ways at the shareholders'	general meeting shall bear an obligation of
general meeting shall bear an obligation of	confidentiality in respect of the voting.
confidentiality in respect of the voting.	
SECTION 5 SPECIAL VOTING	SECTION 5 SPECIAL VOTING
PROCEDURES FOR CLASS	PROCEDURES FOR CLASS
SHAREHOLDERS	SHAREHOLDERS
Article 44-52	Article 44-52
Article 57 These Rules shall take effect upon	Article 57 These Rules shall take effect upon
being approved by the shareholders' general	being approved by the shareholders' general
meeting of the Company and from the date of	meeting of the Company-and from the date of
listing and trading of the Company's overseas	listing and trading of the Company's overseas
listed foreign shares (H shares) on the Hong	listed foreign shares (H shares) on the Hong
Kong Stock Exchange (Main Board).	Kong Stock Exchange (Main Board).

PROPOSED AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Comparison Table of Amendments to the Rules of Procedures for the Board of Directors Meeting

Original Articles	Revised Articles
Article 1 To clearly define the powers and	Article 1 To clearly define the powers and
responsibilities of the board of directors of	responsibilities of the board of directors of
Biocytogen Pharmaceuticals (Beijing) Co.,	Biocytogen Pharmaceuticals (Beijing) Co.,
Ltd. (the "Company"), regulate the	Ltd. (the "Company"), regulate the
organization and conduct of the board of	organization and conduct of the board of
directors and ensure the board's efficiency and	directors and ensure the board's efficiency and
informed decision-making, these Rules of	informed decision-making, these Rules of
Procedure are formulated in accordance with	Procedure are formulated in accordance with
the Company Law of the People's Republic of	the Company Law of the People's Republic of
China, the Securities Law of the People's	China, the Securities Law of the People's
Republic of China, the Special Regulations of	Republic of China, the Interim Measures for
the State Council for Overseas Shares	the Administration of Overseas Securities
Offerings and Listings of Joint Stock Limited	Offering and Listing by Domestic
Companies, the Mandatory Provisions of the	Enterprises, the Guidelines on the
Articles of Association of Companies Listed	Application of Regulatory Rules – No. 1 for
Overseas, the Rules Governing the Listing of	Overseas Offering and Listing, the Code of
Securities on the Stock Exchange of Hong	Corporate Governance for Listed Companies,
Kong Limited, the Articles of Association of	the Special Regulations of the State Council
Biocytogen Pharmaceuticals (Beijing) Co.,	for Overseas Shares Offerings and Listings of
<i>Ltd.</i> (the "Articles of Association") and other	Joint Stock Limited Companies, the Mandatory
applicable national laws, administrative	Provisions of the Articles of Association of
regulations and rules of the State Council (the	Companies Listed Overseas, the Rules
"laws and regulations").	Governing the Listing of Securities on the
	Stock Exchange of Hong Kong Limited, the
	Articles of Association of Biocytogen
	Pharmaceuticals (Beijing) Co., Ltd. (the
	"Articles of Association") and other applicable
	national laws, administrative regulations and
	rules of the State Council (the "laws and
	regulations").
Article 5 The board of directors shall convene	Article 5 The board of directors shall convene
a minimum of two meetings annually, called	a minimum of two meetings annually, called
by the chairman of the board of directors. The	by the chairman of the board of directors. The
board office is required to serve written notices	board office is required to serve written notices
on all directors and supervisors at least 10 days	on all directors and supervisors at least 10 days
prior to the meeting.	prior to the meeting.

Original Articles	Revised Articles
Article 6 The board of directors shall hold at	Article 5 Meetings of the board of directors
least four regular meetings each year on a	include regular meetings and extraordinary
quarterly basis. The chairman of the board of	meetings. The board of directors shall hold at
directors shall convene and preside over	least four regular meetings each year on a
regular board meetings, and the board office	quarterly basis. The chairman of the board of
shall give written notices to all directors and	directors shall convene and preside over
supervisors as well as the general manager and	regular board meetings, and the board office
the board secretary at least 14 days prior to the	shall give written notices to all directors and
meetings.	supervisors as well as the general manager and
	the board secretary at least 14 days prior to the
In the case of an extraordinary board meeting,	meetings.
the board office shall, in principle, give written	
notices to all directors and supervisors as well	In the case of an extraordinary board meeting,
as the general manager and the board secretary	the board office shall, in principle, give written
at least 5 days prior to the meeting. In urgent	notices to all directors and supervisors as well
situations necessitating the immediate	as the general manager and the board secretary
convening of an extraordinary board meeting,	at least 5 days prior to the meeting. In urgent
notices may be circulated by phone calls or	situations necessitating the immediate
other verbal means, with the convener	convening of an extraordinary board meeting,
providing an explanation at the meeting.	notices may be circulated by phone calls or
	other verbal means, with the convener
Notices of board meetings may be delivered in	providing an explanation at the meeting.
person or by email, phone, mail or fax. If the	
notices are not delivered in person,	Notices of board meetings may be delivered in
confirmation shall be made by phone, and	person or by email, phone, mail or fax. If the
appropriate records shall be maintained.	notices are not delivered in person,
	confirmation shall be made by phone, and
	appropriate records shall be maintained.
	The aforesaid notice period may be exempted
	at the discretion of the board of directors. A
	director who is present and raises no objection
	to the non- compliance of the requirements for
	notice before or at the commencement of the
	meeting shall be deemed to have received the
	notice of the meeting.
	1

Original Articles	Revised Articles
To be added	Article 6 The Company shall notify independent directors of board meetings in a timely manner, providing relevant meeting materials no later than the deadlines specified in laws, administrative regulations, CSRC rules, the Articles of Association or these Rules. Additionally, the Company shall establish effective communication channels for independent directors.
	Prior to a board meeting, independent directors are entitled to communicate with the board secretary to inquire about agenda items, request supplementary materials, and provide opinions and suggestions. The board of directors and related personnel are obligated to thoroughly examine the questions, requests and opinions posed by independent directors, and provide timely feedback on the implementation of proposed modifications and other matters.
	Should two or more independent directors determine that the meeting materials are incomplete, the arguments are insufficient or the materials were not provided in a timely manner, they may formally request the board of directors to postpone the meeting or the deliberation of the relevant matter. And the board of directors shall accommodate such requests.

Original Articles	Revised Articles
Article 7 The board of directors shall convene an extraordinary meeting under any of the following circumstances:	Article 7 The board of directors shall convene an extraordinary meeting under any of the following circumstances:
(I) upon proposal by shareholders holding more than one-tenth of the voting shares;	(I) upon proposal by shareholders holding more than one-tenth of the voting shares;
(II) upon proposal by one-third or more of the directors jointly;	(II) upon proposal by one-third or more of the directors jointly;
(III) upon proposal by more than half of the independent directors;	(III) upon proposal by at least half of the independent directors;
(IV) upon proposal by the board of supervisors;	(IV) upon proposal by the board of supervisors;
(V) when deemed necessary by the chairman of the board;	(V) when deemed necessary by the chairman of the board;
(VI) upon proposal by the general manager;	(VI) upon proposal by the general manager;
(VII) when requested by the competent securities regulator;	(VII) when requested by the competent securities regulator;
(VIII) any other circumstance as specified in the Articles of Association.	(VIII) any other circumstance as specified in the Articles of Association.
Article 9 The written notice of a board meeting shall specify:	Article 9 The written notice of a board meeting shall specify:
(I) the date and venue of the meeting;	(I) the date and venue of the meeting;
(II) the form of convening the meeting;	(II) the form of convening the meeting;
(III) the agenda items (proposals);	(III) the agenda items (proposals);
(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;	(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;
(V) the meeting materials required for the directors to vote;	(V) the meeting materials required for the directors to vote;
(VI) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;	(V) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;
(VII) the contact and contact information.	(VI) the contact and contact information.

Original Articles	Revised Articles
Article 11 The quorum of a meeting of the	Article 11 The quorum of a meeting of the
board of directors shall consist of more than	board of directors shall consist of more than
one half of all directors. In case that the	one half of all directors. In case that the
minimum quorum is not satisfied because any	minimum quorum is not satisfied because any
director refuses to attend or is negligent in	director refuses to attend or is negligent in
attending the meeting, the chairman and	attending the meeting, the chairman and
secretary of the board shall promptly report to	secretary of the board shall promptly report to
the competent regulator.	the competent regulator.
Article 14 The delegation and representation	Article 14 The delegation and representation
of attendance at board meetings shall adhere to	of attendance at board meetings shall adhere to
the following principles:	the following principles:
(I) Non-affiliated directors may not delegate	(I) Non-affiliated directors may not delegate
affiliated directors to attend the meeting	affiliated directors to attend the meeting
deliberating on connected transactions, nor	deliberating on connected transactions, nor
shall affiliated directors accept delegate from	shall affiliated directors accept delegate from
non-affiliated directors;	non-affiliated directors;
(II) Directors may not designate another director by way of discretionary delegation to	(II) Independent directors may not delegate non-independent directors to attend the
attend the meeting without disclosing their	meeting, not shall non-independent
personal opinions and voting intentions	directors accept delegation from
regarding the proposals, nor shall directors	independent directors;
accept discretionary or unclear delegation;	
	(III) Directors may not designate another
(III) A director may not accept delegation from	director by way of discretionary delegation to
more than two other directors, nor shall a	attend the meeting without disclosing their
director delegate another director who has	personal opinions and voting intentions
already accepted delegation from two other	regarding the proposals, nor shall directors
directors to attend the meeting.	accept discretionary or unclear delegation;
	(IV) A director may not accept delegation from
	more than two other directors, nor shall a
	director delegate another director who has
	already accepted delegation from two other
	directors to attend the meeting.

Original Articles	Revised Articles
Article 20 The chairman of the board meeting shall solicit clear opinions separately from the attending directors on each proposal. Where any director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal, affects the speeches of other directors or hinders the normal process of the meeting, the chairman of the meeting shall promptly stop him/her.	 Article 20 The chairman of the board meeting shall solicit clear opinions separately from the attending directors on each proposal. For the proposals which are specified to be approved by the independent directors in advance, the chairman of the meeting shall appoint one independent director to read out the written approval opinion of independent directors before relevant proposals are discussed.
Article 21 The directors shall correctully read	Where any director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal, affects the speeches of other directors or hinders the normal process of the meeting, the chairman of the meeting shall promptly stop him/her. Article 21 The directors shall carefully read
Article 21 The directors shall carefully read the meeting materials and shall express well- informed, independent and discreet opinions.	the meeting materials and shall express well- informed, independent and discreet opinions.
The directors may, before the meeting, learn and inquire about information needed for decision making from relevant individuals or organizations such as the board office, the convener of the meeting, the general manager and other senior officers, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chairman that the aforesaid individuals or organizations make relevant explanations.	The directors may, before the meeting, learn and inquire about information needed for decision making from relevant individuals or organizations such as the board office, the convener of the meeting, the general manager and other senior officers, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chairman that the aforesaid individuals or organizations make relevant explanations.
Where the issues relating to profit distribution shall be resolved at the board meeting, the board may submit the proposed distribution plan to the certified public accountants and request issuance of a draft audit report based on this plan (where other financial data except those concerning profit distribution has been confirmed). Upon the board's resolution on the profit distribution, it shall then request the certified public accountants to provide a formal audit report. Following this, the board shall base its decisions on other relevant matters in the regular reports on the formal audit report provided by the certified public accountants.	Where the issues relating to profit distribution shall be resolved at the board meeting, the board may submit the proposed distribution plan to the certified public accountants and request issuance of a draft audit report based on this plan (where other financial data except those concerning profit distribution has been eonfirmed). Upon the board's resolution on the profit distribution, it shall then request the certified public accountants to provide a formal audit report. Following this, the board shall base its decisions on other relevant matters in the regular reports on the formal audit report provided by the certified public accountants.

Original Articles	Revised Articles
Article 22 After adequate discussion of the proposals, the chairman shall ask the attending directors to vote on the proposals separately at appropriate time.	Article 22 After adequate discussion of each proposals, the chairman shall ask the attending directors to vote on the proposals separately at appropriate time.
Each attendant shall cast one vote, using paper ballots or by a show of hands.	Each attendant shall cast one vote, using paper ballots or by a show of hands.
The voting intent of a director may be for,	The voting intent of a director may be for,
against or abstention. Every attending director	against or abstention. Every attending director
shall choose one out of the aforesaid intents.	shall choose one out of the aforesaid intents.
Where any director does not make any option	Where any director does not make any option
or makes two or more options, the chairman	or makes two or more options, the chairman
shall require the said director to make an	shall require the said director to make an
option again, otherwise the said director shall	option again, otherwise the said director shall
be deemed to have abstained from voting; any	be deemed to have abstained from voting; any
director who has left the meeting midway	director who has left the meeting midway
without coming back and has not made any	without coming back and has not made any
option shall be deemed to have abstained from	option shall be deemed to have abstained from
voting. In the event that the aforementioned	voting. In the event that the aforementioned
circumstances arise during a meeting held off	circumstances arise during a meeting held off
site, the convener of the meeting or the	site, the convener of the meeting or the
secretary of the board may request the director	secretary of the board may request the director
in question to make an option again within a	in question to make an option again within a
reasonable period. Failure to do so shall be	reasonable period. Failure to do so shall be
deemed as abstention.	deemed as abstention.
When the numbers of votes for and against are	When the numbers of votes for and against are
equal, the chairman of the board of directors is	equal, the chairman of the board of directors is
entitled to a casting vote.	entitled to a casting vote.
Where more than half of the attending	Where more than half of the attending
directors consider that they cannot make	directors consider that they cannot make
judgments on relevant issues because the	judgments on relevant issues because the
relevant proposal is not clear or specific or the	relevant proposal is not clear or specific or the
meeting materials are inadequate, the chairman	meeting materials are inadequate, the chairman
shall require the meeting to defer voting on the	shall require the meeting to defer voting on the
said proposal. The director proposing	said proposal. The director proposing
suspension of voting shall provide definite	suspension of voting shall provide definite
requirements for the conditions to be met for	requirements for the conditions to be met for
resubmitting the said proposal for deliberation.	resubmitting the said proposal for deliberation.

Original Articles	Revised Articles
Article 23 After voting of the attending	Article 23 After voting of the attending
directors by casting paper ballots, the	directors by casting paper ballots, the
securities affairs representative and relevant	securities affairs representative and relevant
staff of the board office shall promptly collect	staff of the board office shall promptly collect
ballots cast by the directors, which ballots	ballots cast by the directors, which ballots
shall be counted by the secretary of the board	shall be counted by the secretary of the board
under the supervision of other directors.	under the supervision of other directors.
Article 25 If the chairman has any doubts	Article 25 If the chairman has any doubts
concerning the result of the vote on any	concerning the result of the vote on any
resolution, he/she may organize a recount of	resolution, he/she may organize a recount of
the number of votes cast. If the chairman does	the number of votes cast. If the chairman does
not conduct a recount of the votes and an	not conduct a recount of the votes and an
attending director challenges the result of a	attending director challenges the result of a
vote announced by the chairman, the director	vote announced by the chairman, the director
has the right to demand a vote recount	has the right to demand a vote recount
immediately following the announcement of	immediately following the announcement of
the result, in which case the chairman shall	the result, in which case the chairman shall
promptly organize a recount of the votes.	promptly organize a recount of the votes.
	Where an independent director casts a dissenting vote or abstains from voting on board resolutions, he/she shall provide specific reasons and grounds, together with the information regarding the legality and compliance of the matters under deliberation, potential risks and impact on the Company and the rights of minority shareholders. Upon disclosing board resolutions, the Company shall also disclose the dissenting opinions of independent directors and incorporate them into the board resolution and minutes of the meeting.
Article 26 Board meetings shall be documented with minutes and resolutions.	Article 26 Board meetings shall be documented with minutes and resolutions. The opinions of independent directors shall be entered into the minutes of the meeting.

Original Articles	Revised Articles
Article 27 The secretary of the board shall	Article 27 The secretary of the board shall
arrange a clerk of the board office to keep the	arrange a clerk of the board office to keep the
minutes of the board meeting.	minutes of the board meeting.
The minutes shall specify the following	The minutes shall specify the following
information:(I) the date, venue and form of the meeting;	information:(I) the session, time, venue and form of the meeting;
Article 29 Upon reaching a resolution, the	Article 29 Upon reaching a resolution, the
board shall either present the relevant matters	board shall either present the relevant matters
or proposals for deliberation and approval at	or proposals for deliberation and approval at
the shareholders' general meeting or delegate	the shareholders' general meeting or delegate
the implementation of the resolution to the	the implementation of the resolution to the
general manager for execution by the	general manager for execution by the
management team, depending on the	management team, depending on the
circumstances. The general manager is	circumstances. The general manager is
expected to report on the implementation to	expected to report on the implementation to
the board of directors. During the board's	the board of directors. During the board's
adjournment, the general manager may	adjournment, the general manager may
directly report to the chairman of the board,	directly report to the chairman of the board,
and the secretary of the board shall be	and the secretary of the board shall be
responsible for transmitting written reports to	responsible for transmitting written reports to
the directors.	the directors.
The chairman of the board is obligated to	The chairman of the board is obligated to
oversee the execution of the board's	oversee the execution of the board's
resolutions, review their implementation, and	resolutions, review their implementation , and
provide updates on the execution of the	provide updates on the execution of the
established resolutions at subsequent board	established resolutions at subsequent board
meetings.	meetings.
Article 30 These Rules shall take effect upon	Article 30 These Rules shall take effect upon
being approved by the shareholders' general	being approved by the shareholders' general
meeting of the Company and from the date of	meeting of the Company-and from the date of
listing and trading of the Company's overseas	listing and trading of the Company's overseas
listed foreign shares (H shares) on the Hong	listed foreign shares (H shares) on the Hong
Kong Stock Exchange (Main Board).	Kong Stock Exchange (Main Board).

PROPOSED AMENDMENTS TO RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE MEETING

Comparison Table of Amendments to the Rules of Procedures for the Supervisory Committee Meeting

Original Articles	Revised Articles
Article 1 To clearly define the powers and	Article 1 To clearly define the powers and
responsibilities of the board of supervisors (the	responsibilities of the board of supervisors (the
"board") of Biocytogen Pharmaceuticals	"board") of Biocytogen Pharmaceuticals
(Beijing) Co., Ltd. (the "Company"), regulate	(Beijing) Co., Ltd. (the "Company"), regulate
the organization and conduct of the board of	the organization and conduct of the board of
directors and give full play to the board's	directors and give full play to the board's
supervisory and managerial role, these Rules	supervisory and managerial role, these Rules
of Procedure are formulated in accordance	of Procedure are formulated in accordance
with the Company Law of the People's	with the Company Law of the People's
Republic of China, the Securities Law of the	Republic of China, the Securities Law of the
People's Republic of China, the Special	People's Republic of China, the Interim
Regulations of the State Council for Overseas	Measures for the Administration of Overseas
Shares Offerings and Listings of Joint Stock	Securities Offering and Listing by Domestic
Limited Companies, the Mandatory Provisions	Enterprises, the Guidelines on the
of the Articles of Association of Companies	Application of Regulatory Rules – No. 1 for
Listed Overseas, the Rules Governing the	Overseas Offering and Listing, the Code of
Listing of Securities on the Stock Exchange of	Corporate Governance for Listed Companies,
Hong Kong Limited, the Articles of	the Special Regulations of the State Council
Association of Biocytogen Pharmaceuticals	for Overseas Shares Offerings and Listings of
(Beijing) Co., Ltd. (the "Articles of	Joint Stock Limited Companies, the Mandatory
Association") and other applicable national	Provisions of the Articles of Association of
laws, administrative regulations and rules of	Companies Listed Overseas, the Rules
the State Council (the "laws and regulations").	Governing the Listing of Securities on the
	Stock Exchange of Hong Kong Limited, the
	Articles of Association of Biocytogen
	Pharmaceuticals (Beijing) Co., Ltd. (the
	"Articles of Association") and other applicable
	national laws, administrative regulations and
	rules of the State Council (the "laws and
	regulations").
Article 16 The quorum of a meeting of the	Article 16 The quorum of a meeting of the
board of supervisors shall consist of more than	board of supervisors shall consist of more than
one half of all supervisors. In case that the	one half of all supervisors. In case that the
minimum quorum is not satisfied because any	minimum quorum is not satisfied because any
supervisor refuses to attend or is negligent in	supervisor refuses to attend or is negligent in
attending the meeting, other supervisors shall	attending the meeting, other supervisors shall
promptly report to the competent regulator.	promptly report to the competent regulator.
Article 17 The chairman of the board meeting	Article 17 The chairman of the board meeting
shall solicit clear opinions separately from the	shall solicit clear opinions separately from the
attending supervisors on each proposal.	attending supervisors on each proposal.

PROPOSED AMENDMENTS TO RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE MEETING

Original Articles	Revised Articles
Article 19 Each attendant shall cast one vote,	Article 19 Each attendant shall cast one vote,
using paper ballots or by a show of hands.	using paper ballots or by a show of hands.
The voting intent of a supervisor may be for,	The voting intent of a supervisor may be for,
against or abstention. Every attending	against or abstention. Every attending
supervisor shall choose one out of the	supervisor shall choose one out of the
aforesaid intents. Where any supervisor does	aforesaid intents. Where any supervisor does
not make any option or makes two or more	not make any option or makes two or more
options, the chairman shall require the said	options, the chairman shall require the said
supervisor to make an option again, otherwise	supervisor to make an option again, otherwise
the said supervisor shall be deemed to have	the said supervisor shall be deemed to have
abstained from voting; any supervisor who has	abstained from voting; any supervisor who has
left the meeting midway without coming back	left the meeting midway without coming back
and has not made any option shall be deemed	and has not made any option shall be deemed
to have abstained from voting.	to have abstained from voting.
In the event that the aforementioned	In the event that the aforementioned
circumstances arise during a meeting held off	circumstances arise during a meeting held off
site, the convener may request the supervisor	site, the convener may request the supervisor
in question to make an option or vote again	in question to make an option or vote again
within a reasonable period. Failure to do so	within a reasonable period. Failure to do so
shall be deemed as abstention.	shall be deemed as abstention.
Resolutions of the board of supervisors shall	Resolutions of the supervisory committee shall
be adopted by an affirmative vote of at least	be adopted by an affirmative vote of at least
two-thirds of the supervisors.	half of the supervisors.
Article 24 The supervisors is obligated to	Article 24 The supervisors is obligated to
oversee the execution of the board's	oversee the execution of the board's
resolutions. The chairman of the board shall	resolutions. The chairman of the board shall
provide updates on the execution of the	provide updates on the execution of the
established resolutions at subsequent board	established resolutions at subsequent board
meetings.	meetings.
Article 26 Matters required to be dealt with in	Article 26 Matters required to be dealt with in
a resolution of the board of supervisors shall	a resolution of the board of supervisors shall
be submitted by the board of supervisors to the	be submitted by the board of supervisors to the
shareholders' general meeting for arrangement	shareholders' general meeting for arrangement
of execution in accordance with the relevant	of execution in accordance with the relevant
provisions of the Company.	provisions of the Company.
Article 28 These Rules shall take effect upon	Article 28 These Rules shall take effect upon
being approved by the shareholders' general	being approved by the shareholders' general
meeting of the Company and from the date of	meeting of the Company-and from the date of
listing and trading of the Company's overseas	listing and trading of the Company's overseas
listed foreign shares (H shares) on the Hong	listed foreign shares (H shares) on the Hong
Kong Stock Exchange (Main Board).	Kong Stock Exchange (Main Board).

PROPOSED FURTHER AMENDMENTS TO THE A SHARE ARTICLES OF ASSOCIATION

Comparison Table of Amendments to the A Share Article of Association

No.	Original Articles	Revised Articles
1.	CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
	Article 1 To regulate the organization and	Article 1 To regulate the organization and
	operation of Biocytogen Pharmaceuticals	operation of Biocytogen Pharmaceuticals
	(Beijing) Co., Ltd. (the "Company") and	(Beijing) Co., Ltd. (the "Company") and
	safeguard the lawful rights and interests of the	safeguard the lawful rights and interests of the
	Company, its shareholders and creditors, these	Company, its shareholders and creditors, these
	Articles of Association are formulated in	Articles of Association are formulated in
	accordance with the Company Law of the	accordance with the Company Law of the
	People's Republic of China (the "Company	People's Republic of China (the "Company
	Law"), the Securities Law of the People's	Law"), the Securities Law of the People's
	Republic of China (the "Securities Law"), the	Republic of China (the "Securities Law"), the
	Rules Governing the Listing of Securities on	Interim Measures for the Administration of
	the Stock Exchange of Hong Kong Limited	Overseas Securities Offering and Listing by
	(the "Hong Kong Listing Rules"), the	Domestic Enterprises, the Guidelines on the
	Guidelines for the Articles of Association of	Application of Regulatory Rules – No. 1 for
	Listed Companies, the Rules Governing the	Overseas Offering and Listing, the Rules
	Listing of Securities on the STAR Market of	Governing the Listing of Securities on the
	the Shanghai Stock Exchange, the Code of	Stock Exchange of Hong Kong Limited (the
	Corporate Governance for Listed Companies	"Hong Kong Listing Rules"), the Guidelines
	and provisions of other relevant national laws,	for the Articles of Association of Listed
	regulations, rules and normative documents	Companies, the Rules Governing the Listing of
	(the "laws and regulations").	Securities on the STAR Market of the Shanghai
		Stock Exchange, the Code of Corporate
		Governance for Listed Companies and
		provisions of other relevant national laws,
		regulations, rules and normative documents
		(the "laws and regulations").

No.	Original Articles	Revised Articles
	Article 2 The Company is a company limited by shares established in accordance with the Company Law, Special Regulations and other national laws and regulations and regulatory documents.	Article 2 The Company is a company limited by shares established in accordance with the Company Law Special Regulations and other national laws and regulations and regulatory documents.
]	The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.	The Company was established by way of promotion, and was issued a business license upon registration with the Supervision and Administration Bureau of Daxing District, Beijing on December 29, 2020. The general social credit code of the Company is 911103026977362790.
	The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingchen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shijiuhao Equity Investment Fund Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership), Beijing Eucure Changsheng Technology Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development & Investment Corporation (SDIC) VC Fund (Ningbo) of Technology Transfer and Commercialization (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), Shenzhen Zhaoyin Langyao Growth Equity Investment Fund Partnership), Shenzhen Zhaoyin Langyao Growth Win-Win Venture Capital Fund (Limited Partnership), CMB International Capital Management (Shenzhen) Co., Ltd., SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zinuhai Growth Win-Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (The Company has 28 promoters, namely Shen Yuelei, Ni Jian, Zhu Mingchen, State Development & Investment Corporation (SDIC) VC Fund (Shanghai) of Technology Transfer and Commercialization (Limited Partnership), Zhaoyin Chengzhang Qihao Investment (Shenzhen) Partnership (Limited Partnership), Shenzhen Zhaoyin Chengzhang Shijiuhao Equity Investment Fund Partnership), Climited Partnership), State Development & Investment Corporation (SDIC) Gaoxin (Shenzhen) VC Fund (Limited Partnership), Beijing Baiao Evergreen Technology Development Center (Limited Partnership), Beijing Baiao Changsheng Technology Development Center (Limited Partnership), China Life Chengda (Shanghai) Healtheare Equity Investment Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development Center (Limited Partnership), Shanghai Biofortune Medical Investment Partnership (Limited Partnership), State Development Center (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), Jiangsu China Life Jiequan Equity Investment Center (Limited Partnership), PICC Beijing Health Care Fund, L.P., Beijing Yuanqing Bencao Equity Investment Fund Partnership (L.P.), Beijing Eucure Evergreen Technology Development Center (Limited Partnership), CMB International Capital Management (Shenzhen) Co., Ltd., SIP ORIZA SEED FUND II VENTURE CAPITAL INVESTMENT PARTNERSHIP (LIMITED PARTNERSHIP), Zhuhai Growth Win-Win Venture Capital Fund (Limited Partnership), Xinyu Cowin Guosheng Technology Innovation Industry Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership (Limited Partnership), Shenzhen Zhaoyin Gongying Equity Investment Partnership), Astral Eminent Limited, BioVeda China Fund II RMB, Limited and COWIN CHINA GROWTH

No.	Original Articles	Revised Articles
3.	The article numbers shall be adjusted	Article 3 On December 22, 2021, the
	accordingly with the changes of stylistic	Company, with the approval from the
	layout (if any).	China Securities Regulatory Commission
		(the "CSRC"), conducted its initial public
		offering (the "IPO") of 24,468,500 overseas
		listed foreign shares (including 2,710,000
		shares issued through the exercise of over-
		allotment option). On July 11, 2022, the
		Company was granted approval by the
		CSRC to convert 86,313,420 domestically
		unlisted shares into overseas listed shares.
		Subsequently, the Company was officially
		listed on the Hong Kong Stock Exchange on
		September 1, 2022.
		After registration with the CSRC on
		[MM/DD/YY], the Company issued [insert
		number] RMB-denominated ordinary A
		shares to the general public. On
		[MM/DD/YY], it was officially listed on the
		STAR Market of the Shanghai Stock
		Exchange.
4.	Article 4 The address of the Company is 12	Article 5 The address of the Company is 12
	Baoshen South Street, Daxing Bio-Medicine	Baoshen South Street, Daxing Bio-Medicine
	Industry Park, Zhongguancun Technology	Industry Park, Zhongguancun Technology
	Park, Daxing District, Beijing, PRC. Postal	Park, Daxing District, Beijing, PRC. Postal
	code is 102609. Telephone number is 010-	code is 102609. Telephone number is 010-
	56967666 and facsimile number is 010-	56967666 and facsimile number is 010-
5	56967666-8067.	56967666-8067.
5.	Article 8 The capital of the Company shall be	Article 8 The capital of the Company shall be
	divided into equal shares. Shareholders shall	divided into equal shares. Shareholders shall
	be liable to the Company to the extent of the shares subscribed. The Company shall be	be liable to the Company to the extent of the shares subscribed. The Company shall be
	liable for its debts with all of its assets. The	liable for its debts with all of its assets. The
	Company may invest in other limited	Company may invest in other limited liability
	liability companies and joint stock limited	companies and joint stock limited companies,
	companies, and shall be liable to its invested	and shall be liable to its invested company to
	company to the extent of its capital	the extent of its capital contribution. Subject
	contribution. Subject to the laws and	to the laws and regulations, the Company shall
	regulations, the Company shall not have	not have any joint liability for any debts of the
	any joint liability for any debts of the	investee in its capacity as a capital contributor.
	investee in its capacity as a capital	

No.	Original Articles	Revised Articles
<u>No.</u> 6.	Original ArticlesArticle 9 From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the organization and 	Revised Articles Article 10 These Articles of Association, as the Company's code of conducts, are adopted by a special resolution at the shareholders' general meeting and shall come into effect on the date of listing of the Company's overseas listed foreign shares on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The original Articles of Association and amendment thereof shall automatically become invalid. From the date of these articles of association becoming effective, these articles of association constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and its shareholder and among its shareholders, and shall be legally binding upon the Company, its shareholders, directors, supervisors and senior management. In accordance with these articles of
	paragraph, the term "sue" shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.	association, shareholders may sue shareholders, the directors, supervisors, the general manager and senior management of the Company and the Company and the Company may sue its shareholders, directors, supervisors, the general manager and other senior management. For the purposes of the preceding paragraph, the term "sue" shall include the institution of proceedings in a court or the application to an
7.	CHAPTER 3 SHARES	arbitration institution for arbitration. CHAPTER 3 SHARES
	SECTION 1 ISSUANCE OF SHARES Article 14 The shares of the Company shall be	SECTION 1 ISSUANCE OF SHARES Article 15 The shares of the Company shall be
	presented by share certificates. The Company shall have ordinary shares at all times. The Company may create other classes of shares as required subject to approval of the competent authorities under the State Council.	presented by share certificates. The Company shall have ordinary shares at all times. The Company may create other classes of shares as required subject to approval of the competent authorities under the State Council.
8.	Article 16 All shares issued by the Company shall each have a par value of RMB1.00.	Article 17 All shares issued by the Company are denominated in Chinese Yuan-shall each have a par value of RMB1.00.

No.	Original Articles	Revised Articles
9.	Article 17 The Company may offer shares to domestic investors and foreign investors subject to approval by the securities regulatory authority of the State Council. For the purposes of the preceding paragraph, the term "foreign investors" shall refer to investors from foreign countries, Hong Kong, Macau or Taiwan of China who subscribe for shares issued by the Company, and the term "domestic investors" shall refer to investors inside China, excluding the above-mentioned regions, who subscribe for shares issued by the Company.	To be deleted, with article numbers to be adjusted accordingly
10.	Article 18 Shares issued by the Company to domestic investors and other qualified investors which are to be subscribed for in Renminbi are referred to as "domestic shares". Shares issued by the Company to foreign investors to be subscribed for in foreign currencies are referred to as "foreign shares". Foreign shares listed outside China are referred to as "overseas listed foreign shares". Overseas listed foreign shares which are listed on the Hong Kong Stock Exchange are referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H shares subject to the approval of the State Council or its authorized bodies and the acceptance of the Hong Kong Stock Exchange.	Article 17 Shares issued by the Company to domestic investors and other qualified investors which are to be subscribed for in Renminbi are referred to as "domestic shares". Shares issued by the Company to foreign investors to be subscribed for in foreign eurrencies are referred to as "foreign shares". Foreign shares listed outside China are referred to as "overseas listed foreign shares". Overseas listed foreign shares which are listed on the Hong Kong Stock Exchange are referred to as H shares. H shares are shares which have been admitted for listing on the Hong Kong Stock Exchange denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H shares subject to the approval of the State Council or its authorized bodies and the acceptance of the Hong Kong Stock Exchange.
	Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries that are recognized by the foreign exchange authority of China and for the payment for the shares subscribed.	Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries that are recognized by the foreign exchange authority of China and for the payment for the shares subscribed.
	A holder of domestic shares and a holder of foreign shares are both holders of ordinary shares and shall have the same rights and obligations.	A holder of domestic shares and a holder of foreign shares are both holders of ordinary shares and shall have the same rights and obligations.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
11.	The article numbers shall be adjusted	Article 18 The Company's A shares are held
	accordingly with the changes of stylistic	under centralized depository at the Shanghai
	layout (if any).	branch of China Securities Depository and
		Clearing Corporation Limited, and its H
		shares are primarily held in custody by a Hong
		Kong-based securities registration and
		settlement company.
12.	Article 20 After completion of the issuance	Article 20 The aggregate amount of shares
	of overseas listed foreign shares of the	issued by the Company is [insert number],
	Company, and assuming the over-allotment	all of which are ordinary shares. After
	option is exercised in full, the registered	completion of the issuance of overseas listed
	capital of the Company shall be	foreign shares of the Company, and assuming
	RMB399,951,920 and the total number of	the over-allotment option is exercised in full,
	shares shall be 399,951,920, including	the registered capital of the Company shall be
	283,950,900 domestic shares, representing	RMB399,951,920 and the total number of
	71.0% of the total share capital of the	shares shall be 399,951,920, including
	Company; 4,665,600 unlisted foreign	283,950,900 domestic shares, representing
	shares, representing 1.2% of the total share	71.0% of the total share capital of the
	capital of the Company; and the total	Company; 4,665,600 unlisted foreign shares,
	number of H shares is 111,335,420,	representing 1.2% of the total share capital of
	representing 27.7% of the total share	the Company; and the total number of H
	capital of the Company.	shares is 111,335,420, representing 27.7% of
	With the approval dated [MM/DD/YY]	the total share capital of the Company.
	from the Shanghai Stock Exchange and	With the approval dated [MM/DD/YY] from
	registration consent dated [MM/DD/YY]	the Shanghai Stock Exchange and registration
	from the China Securities Regulatory	consent dated [MM/DD/YY] from the China
	Commission (the "CSRC"). Subsequently,	Securities Regulatory Commission (the
	the Company conducted its initial public	"CSRC"). Subsequently, the Company
	offering (the "IPO"), issuing [number]	conducted its initial public offering (the
	ordinary shares denominated in Renminbi	"IPO"), issuing [number] ordinary shares
	to the general public. On [MM/DD/YY], the	denominated in Renminbi to the general
	Company was listed on the STAR Market of	public. On [MM/DD/YY], the Company was
	the Shanghai Stock Exchange.	listed on the STAR Market of the Shanghai
		Stock Exchange.
	Following the completion of the A-share	
	IPO and the subsequent listing on the STAR	Following the completion of the A-share IPO
	Market of the Shanghai Stock Exchange,	and the subsequent listing on the STAR
	the Company's share capital structure	Market of the Shanghai Stock Exchange, the
	stands as follows: [number] A shares,	Company's share capital structure stands as
	representing [percentage]% of the overall	follows: [number] A shares, representing
	shareholding; [number] H shares,	[percentage]% of the overall shareholding;
	representing [percentage]% of the total	[number] H shares, representing
	shareholding.	[percentage]% of the total shareholding.

No.	Original Articles	Revised Articles
13.	Article 21 The board of directors may	Article 20 The board of directors may arrange
	arrange for the Company to issue overseas	for the Company to issue overseas listed
	listed foreign shares and domestic shares	foreign shares and domestic shares separately,
	separately, subject to the approval of the	subject to the approval of the securities
	securities regulatory authorities of the State	regulatory authorities of the State Council.
	Council.	
		If the Company issues overseas listed foreign
	If the Company issues overseas listed	shares and domestic shares separately in
	foreign shares and domestic shares	accordance with the preceding paragraph, the
	separately in accordance with the preceding	issuance of such shares shall be completed
	paragraph, the issuance of such shares shall	within 15 months from the date of approval by
	be completed within 15 months from the	the securities regulatory authorities of the
	date of approval by the securities	State Council.
	regulatory authorities of the State Council.	
	0	To be deleted, with article numbers to be
		adjusted accordingly
14.	Article 22 The Company shall issue all	Article 21 The Company shall issue all
	overseas listed foreign shares and domestic	overseas listed foreign shares and domestic
	shares respectively at one time in	shares respectively at one time in accordance
	accordance with the total number of shares	with the total number of shares under the
	under the issuance plan. If any issue is not	issuance plan. If any issue is not fully
	fully subscribed, the Company may issue	subscribed, the Company may issue the shares
	the shares in several tranches, subject to the	in several tranches, subject to the approval of
	approval of the securities regulatory	the securities regulatory authorities of the
	authorities of the State Council.	State Council.
		To be deleted, with article numbers to be
		adjusted accordingly
15.	The article numbers shall be adjusted	Article 21 The Company and its
	accordingly with the changes of stylistic	subsidiaries (including affiliates) may not
	layout (if any).	provide any form of support, including gift,
		advance payment, loan guarantee,
		compensation or loan, to individuals who
		are purchasing or intending to purchase the
		Company shares.

No.	Original Articles	Revised Articles
16.	SECTION 2 INCREASE, DECREASE AND	SECTION 2 INCREASE, DECREASE AND
	REPURCHASE OF SHARES	REPURCHASE OF SHARES
	Article 23 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:	Article 22 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' general meeting, increase its capital by:
	(I) the public offering of shares;	(I) the public offering of shares;
	(II) the private offering of shares;	(II) the private offering of shares;
	(III) the placement of new shares to existing shareholders;	(III) the placement of new shares to existing shareholders;
	(IV) the issue of new shares to existing shareholders;	(III) the issue of bonus shares new shares to existing shareholders;
	(V) the capitalization of capital reserve;	(IV) the capitalization of capital reserve;
	(VI) other methods permitted by laws and regulations as well as competent authorities.	(V) other methods permitted by laws and regulations as well as competent authorities.
	The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.	The Company is prohibited from issuing preferred shares that are convertible into ordinary shares. The increase in capital of the Company by issuing new shares shall be made in accordance with the procedures provided by the applicable laws and regulations of China subject to the approval under the articles of association.
17.	Article 24 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.	Article 23 The Company may reduce its registered capital in accordance with the Company Law and other relevant regulations and these articles of association.

No.	Original Articles	Revised Articles
18.	Article 25 Under the following	Article 24 Under the following circumstances,
10.	circumstances, the Company may purchase its shares in accordance with the laws, regulations, provisions of the stock exchange of the place where the shares of the Company are listed and these Articles of	the Company may purchase its shares in accordance with the laws, regulations, provisions of the stock exchange of the place where the shares of the Company are listed and these Articles of Association: <u>The</u>
	Association: (I) to reduce the registered capital of the	<u>Company may not repurchase its shares</u> <u>except in the following circumstances:</u>
	Company; (II) to merge with other companies which hold	(I) to reduce the registered capital of the Company;
	the shares of the Company;(III) to use the shares for an employee stock	(II) to merge with other companies which hold the shares of the Company;
	ownership plan or as an equity incentive;	(III) to use the shares for an employee stock ownership plan or as an equity incentive;
	(IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting;	(IV) where shareholders require the Company to purchase their shares due to their disagreement on the merger or a division resolution passed by a shareholders' general meeting;
	(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;	(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;
	(VI) where it is necessary for preserving the value of the Company and the interest of shareholders;	(VI) where it is necessary for preserving the value of the Company and the interest of shareholders;
	(VII) other circumstances permitted by the laws and regulations and the regulatory rules of the place where the shares of the Company are listed.	(VII) other circumstances permitted by the laws and regulations and the regulatory rules of the place where the shares of the Company are listed.
	Otherwise, the Company may not purchase its own shares.	Otherwise, the Company may not purchase its own shares.
19.	The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).	Article 25 The Company may repurchase its shares through a centralized trading process that is open to the public or other legally acceptable methods recognized by the securities regulator in the place where the shares of the Company are listed.
		If the Company intends to repurchase its shares as stipulated in the paragraphs (III), (V) and (VI), Article 24 of these Articles of Association, it shall do so through an open centralized trading process.

No.	Original Articles	Revised Articles
20.	Article 26 The Company may purchase its	Article 26 The Company may purchase its
	own shares by the methods permitted by the	own shares by the methods permitted by the
	laws and regulations.	laws and regulations.
		To be deleted, with article numbers to be
		adjusted accordingly
21.	Article 27 The Company purchasing its own	Article 26 The Company purchasing its own
	shares under any of the circumstances set forth	shares under any of the circumstances set forth
	in sub-paragraph (I) and (II) of the first	in sub-paragraph (I) and (II) of the first
	paragraph of article 25 shall be subject to a	paragraph of Article 24 article 25 shall be
	resolution of a shareholders' general meeting;	subject to a resolution of a shareholders'
	and the Company, in purchasing its own	general meeting; and the Company, in
	shares under any of the circumstances set forth	purchasing its own shares under any of the
	in sub-paragraph (III), (V) and (VI) of the first	circumstances set forth in sub-paragraph (III),
	paragraph of article 25, shall, pursuant to	(V) and (VI) of the first paragraph of <u>Article</u>
	these articles of association or the	24 article 25, shall, pursuant to these articles
	authorization of a shareholders' general	of association or the authorization of a
	meeting, be subject to a resolution of a	shareholders' general meeting, be subject to a
	meeting of the board of directors at which	resolution of a meeting of the board of
	more than two-thirds of directors are present.	directors at which more than two-thirds of
		directors are present.
	The shares purchased by the Company in	
	accordance with the first paragraph of article	The shares purchased by the Company in
	25 shall, under the circumstance set forth in	accordance with the first paragraph of <u>Article</u>
	sub-paragraph (I), be canceled within ten days	24 article 25 shall, under the circumstance set
	after the purchase; while under the	forth in sub-paragraph (I), be canceled within
	circumstances set forth in sub-paragraph (II)	ten days after the purchase; while under the
	or (IV), be disposed of or canceled within six	circumstances set forth in sub-paragraph (II)
	months; and while under the cany's total	or (IV), be disposed of or canceled within six
	shares in issue, circumstances set forth in	months; and while under the circumstances set
	sub-paragraph (III), (V) or (VI), aggregately	forth in sub-paragraph (III), (V) or (VI),
	not exceed 10% of the Comphall be disposed	aggregately not exceed 10% of the Company's
	of or canceled within three years.	total shares in issue shall be disposed of or
		canceled within three years.
	The Company purchasing its own shares	
	shall perform its legal obligation of	The Company purchasing its own shares shall
	information disclosure.	perform its legal obligation of information
		disclosure.

No.	Original Articles	Revised Articles
22.	Article 28 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities: (I) making a repurchase offer to all shareholders in proportion to their respective shareholdings; (II) repurchasing through public trading on a stock exchange; (III) repurchasing by over-the-counter agreements; (IV) other methods as permitted by the laws and regulations and the competent authorities.	Article 28 The Company may repurchase its shares by any of the following methods pursuant to the laws and regulations or with the approval from the competent authorities:(I) making a repurchase offer to all shareholders in proportion to their respective shareholdings;(II) repurchasing through public trading on a stock exchange;(III) repurchasing by over-the-counter agreements;(IV) other methods as permitted by the laws and regulations and the competent authorities.To be deleted, with article numbers to be
		adjusted accordingly
23.	Article 29 Where the Company repurchases its shares by over-the-counter agreements, it shall seek prior approval of the shareholders at a shareholders' general meeting in accordance with these articles of association. The Company may terminate or revise a contract so entered or waive any of its rights thereunder with the same approval by shareholders at a shareholders' general meeting.	Article 29 Where the Company repurchases its shares by over-the-counter agreements, it shall seek prior approval of the shareholders at a shareholders' general meeting in accordance with these articles of association. The Company may terminate or revise a contract so entered or waive any of its rights thereunder with the same approval by shareholders at a shareholders' general meeting.
	A contract for the repurchase of shares as referred to in the preceding paragraph includes (without limitation) an agreement to assume the obligation to repurchase shares and an agreement to have the right to repurchase shares.	A contract for the repurchase of shares as referred to in the preceding paragraph includes (without limitation) an agreement to assume the obligation to repurchase shares and an agreement to have the right to repurchase shares.
	The Company shall not assign a contract for the repurchase of its shares or any of its rights thereunder.	The Company shall not assign a contract for the repurchase of its shares or any of its rights thereunder.
		To be deleted, with article numbers to be adjusted accordingly
24.	Article 30 Shares legally repurchased by the Company shall be cancelled within the period prescribed by the laws and regulations, and shall apply to the original company registration authority for registration of the change of its registered share capital.	Article 30 Shares legally repurchased by the Company shall be cancelled within the period prescribed by the laws and regulations, and shall apply to the original company registration authority for registration of the change of its registered share capital.
	The registered share capital of the Company shall be reduced by the aggregate nominal value of those cancelled shares.	The registered share capital of the Company shall be reduced by the aggregate nominal value of those cancelled shares.
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
25.	Article 31 Unless the Company is in the	Article 31 Unless the Company is in the
	course of liquidation, it shall comply with	course of liquidation, it shall comply with the
	the following provisions when repurchasing	following provisions when repurchasing its
	its shares in issue:	shares in issue:
	(I) where the Company repurchases its	(I) where the Company repurchases its shares
	shares at nominal value, the total nominal	at nominal value, the total nominal value shall
	value shall be deducted from the balance of	be deducted from the balance of the
	the distributable profits of the Company or	distributable profits of the Company or out of
	out of the proceeds of a fresh share issue	the proceeds of a fresh share issue made for
	made for that purpose;	that purpose;
	(II) where the Company repurchases its	(II) where the Company repurchases its shares
	shares at a premium, an amount equivalent	at a premium, an amount equivalent to the
	to the total nominal value shall be deducted	total nominal value shall be deducted from the
	from the balance of the distributable profits	balance of the distributable profits of the
	of the Company or out of the proceeds of a	Company or out of the proceeds of a fresh
	fresh share issue made for that purpose.	share issue made for that purpose. Payment of
	Payment of the portion in excess of the	the portion in excess of the nominal value
	nominal value shall be effected as follows:	shall be effected as follows:
	1. where the shares repurchased are issued	1. where the shares repurchased are issued at
	at nominal value, payment shall be made	nominal value, payment shall be made out of
	out of the balance of the distributable	the balance of the distributable profits of the
	profits of the Company;	Company;
	2. where the shares repurchased are issued	2. where the shares repurchased are issued at a
	at a premium, payment shall be made out of	premium, payment shall be made out of the
	the balance of the distributable profits of	balance of the distributable profits of the
	the Company or the proceeds of a fresh	Company or the proceeds of a fresh share
	share issue made for that purpose, provided	issue made for that purpose, provided that the
	that the amount paid out of the proceeds of	amount paid out of the proceeds of the fresh
	the fresh issue may not exceed the aggregate	issue may not exceed the aggregate of
	of premiums received by the Company on	premiums received by the Company on the
	the issue of the shares repurchased or the	issue of the shares repurchased or the current
	current balance of the premium account (or	balance of the premium account (or capital
	capital reserve account) of the Company	reserve account) of the Company (including
	(including the premiums from the fresh	the premiums from the fresh issue);
	issue);	

Original Articles	Revised Articles
(III) payment by the Company in	(III) payment by the Company in
	consideration for the following purposes shall
	be made out of the distributable profits of the
	Company:
promos of the company?	company.
1. acquisition of rights to repurchase	1. acquisition of rights to repurchase shares;
	2. modification of any share repurchase
2. modification of any share repurchase	contract;
	· · · · · · · · · · · · · · · · · · ·
	3. release of any obligation under any share
3. release of any obligation under any share	repurchase contract.
	reputelluse contract.
reputchase contraction	(IV) after the registered capital of the
(IV) after the registered canital of the	Company has been reduced by the total
	nominal value of the cancelled shares in
· · ·	accordance with the relevant provisions, the
	amount deducted from the distributable profits
· · · · · · · · · · · · · · · · · · ·	of the Company for repurchasing part of the
	nominal value of the shares shall be
	transferred to the premium account (or capital
-	reserve account) of the Company. Where the
-	laws, regulations and other regulatory
	documents, relevant requirements of the
	securities regulatory authorities and stock
	exchanges in the place where the shares of the
о́ .	Company are listed have any other provisions
- ·	in respect of the financial arrangement related
	to the aforesaid share repurchase, such
8	provisions shall prevail.
	To be deleted with with a state
snan prevan.	To be deleted, with article numbers to be
APOTION A TRANSPER OF SUARES	adjusted accordingly
SECTION 3 TRANSFER OF SHARES	SECTION 3 TRANSFER OF SHARES
-	Article 27 <u>The Company's shares are</u>
	transferrable in accordance with applicable
	laws. Subject to the laws and regulations and
	relevant requirements of the securities
· ·	regulatory authorities and stock exchange
	where the shares of the Company are listed,
lien.	the shares of the Company may be transferred
	free of any lien.
The transfer of H Shares shall be registered	
e	
with the Hong Kong share registrar designated	The transfer of H Shares shall be registered
-	The transfer of H Shares shall be registered with the Hong Kong share registrar designated
	 (III) payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company: 1. acquisition of rights to repurchase shares; 2. modification of any share repurchase contract; 3. release of any obligation under any share repurchase contract. (IV) after the registered capital of the Company has been reduced by the total nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for repurchasing part of the nominal value of the shares shall be transferred to the premium account (or capital reserve account) of the Company. Where the laws, regulations and other regulatory documents, relevant requirements of the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforesaid share repurchase, such provisions shall prevail. SECTION 3 TRANSFER OF SHARES Article 32 Subject to the laws and regulations and relevant requirements of the shares of the Company are listed have any other provisions in respect of the financial arrangement related to the aforesaid share repurchase, such provisions shall prevail.

No.	Original Articles	Revised Articles
27.	Article 36 All paid-up H Shares are freely	Article 34 All paid-up H Shares are freely
27.	transferable pursuant to these articles of	transferable pursuant to these articles of
	association. However, the board of directors	association. However, the board of directors
	may refuse to recognize any instrument of	may refuse to recognize any instrument of
	transfer without any explanation, unless	transfer without any explanation, unless such
	such transfer complies with the following	transfer complies with the following
	requirements:	requirements:
	requirements.	requirements.
	(I) all transfer documents and other	(I) all transfer documents and other documents
	documents relating to or affecting the title	relating to or affecting the title of any H
	of any H Shares are required to be	Shares are required to be registered, with
	registered, with registration fees paid to the	registration fees paid to the Company
	Company prescribed by the Hong Kong	prescribed by the Hong Kong Listing Rules
	Listing Rules subject to a maximum	subject to a maximum prescribed by the Hong
	prescribed by the Hong Kong Listing Rules	Kong Listing Rules from time to time;
	from time to time;	
		(II) the instrument of transfer involves only H
	(II) the instrument of transfer involves only	Shares;
	H Shares;	
		(III) the stamp duty payable on the instrument
	(III) the stamp duty payable on the	of transfer has been duly paid;
	instrument of transfer has been duly paid;	
		(IV) the relevant share certificate(s) and any
	(IV) the relevant share certificate(s) and	other evidence reasonably required by the
	any other evidence reasonably required by	board of directors showing that the transferor
	the board of directors showing that the	has the right to transfer the shares shall be
	transferor has the right to transfer the	provided;
	shares shall be provided;	
		(V) where the shares are intended to be
	(V) where the shares are intended to be	transferred to joint holders, the number of
	transferred to joint holders, the number of	such joint shareholders shall not be more than
	such joint shareholders shall not be more	four;
	than four;	
		(VI) the shares are free of any lien of the
	(VI) the shares are free of any lien of the	Company.
	Company.	
		If the board of directors refuses to register a
	If the board of directors refuses to register	share transfer, the Company shall send the
	a share transfer, the Company shall send	transferor and the transferee a notice of refusal
	the transferor and the transferee a notice of	within 2 months from the date of application
	refusal within 2 months from the date of	for such transfer.
	application for such transfer.	
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
28.	Article 37 Transfer of overseas listed	Article 35 Transfer of overseas listed foreign
	foreign shares listed in Hong Kong shall be	shares listed in Hong Kong shall be executed
	executed with a written transfer instrument	with a written transfer instrument in a general
	in a general or common form or any other	or common form or any other form accepted
	form accepted by the board of directors	by the board of directors (including the
	(including the standard transfer instrument	standard transfer instrument or transfer forms
	or transfer forms as prescribed by the Hong	as prescribed by the Hong Kong Stock
	Kong Stock Exchange from time to time).	Exchange from time to time). The transfer
	The transfer instrument may only be signed	instrument may only be signed by hand or
	by hand or affixed with the seal of a	affixed with the seal of a company (if the
	company (if the transferor or transferee is a	transferor or transferee is a company). If the
	company). If the transferor or the	transferor or the transferee is a recognized
	transferee is a recognized clearing house	clearing house ("Recognized Clearing
	("Recognized Clearing House") or proxy	House") or proxy thereof as defined by
	thereof as defined by relevant provisions of	relevant provisions of the Hong Kong laws in
	the Hong Kong laws in force from time to	force from time to time, the transfer form can
	time, the transfer form can be signed by	be signed by hand or print. All transfer
	hand or print. All transfer instruments shall	instruments shall be kept at the legal address
	be kept at the legal address of the Company	of the Company or other place designated by
	or other place designated by the board of	the board of directors from time to time.
	directors from time to time.	
		To be deleted, with article numbers to be
		adjusted accordingly
29.	SECTION 4 SHARE CERTIFICATES AND	SECTION 4 SHARE CERTIFICATES AND
	REGISTER OF SHAREHOLDERS	REGISTER OF SHAREHOLDERS
	Article 38 The share certificates of the	Article 38 The share certificates of the
	Company shall be in registered form. In	Company shall be in registered form. In
	addition to those required by the Company	addition to those required by the Company
	Law, the share certificates of the Company	Law, the share certificates of the Company
	shall contain other information required by	shall contain other information required by the
	the stock exchange on which the shares of	stock exchange on which the shares of the
	the Stock exchange on which the shares of the Company are listed.	Company are listed.
	the company are listed.	company are instea.
	The Company's A shares are held under	The Company's A shares are held under
	centralized depository at the Shanghai	centralized depository at the Shanghai branch
	branch of China Securities Depository and	of China Securities Depository and Clearing
	Clearing Corporation Limited.	Corporation Limited.
	5 I	1
	The Company may issue foreign shares in	The Company may issue foreign shares in the
	the form of foreign depository receipts or	form of foreign depository receipts or other
	other derivatives in accordance with the	derivatives in accordance with the laws and
	laws and practices of registration and	practices of registration and deposit of
	deposit of securities in the place of its	securities in the place of its listing.
	listing.	
		To be deleted, with article numbers to be
		adjusted accordingly

No. Original Articles	Revised Articles
30. Article 39 When the H shares are listed on	Article 39 When the H shares are listed on the
the Hong Kong Stock Exchange, the	Hong Kong Stock Exchange, the Company
Company shall ensure that all of the listing	shall ensure that all of the listing documents
documents relating to the securities listed	relating to the securities listed on the Hong
on the Hong Kong Stock Exchange contain	Kong Stock Exchange contain the following
the following statements, and shall instruct	statements, and shall instruct and procure the
and procure the share registrars not to	share registrars not to register any
register any subscription, purchase or	subscription, purchase or transfer of share in
transfer of share in the name of any	the name of any individual holder unless and
individual holder unless and until he/she	until he/she submits such properly executed
submits such properly executed forms to	forms to the share registrars, which shall
the share registrars, which shall include the	include the following statements:
following statements:	
	(I) the share purchaser agrees with the
(I) the share purchaser agrees with the	Company and each shareholder of the
Company and each shareholder of the	Company, and the Company agrees with each
Company, and the Company agrees with	shareholder, to observe and comply with the
each shareholder, to observe and comply	Company Law, Special Regulations, the laws
with the Company Law, Special	and regulations and these articles of
Regulations, the laws and regulations and	association;
these articles of association;	
,	(II) the share purchaser agrees with the
(II) the share purchaser agrees with the	Company and each shareholder, director,
Company and each shareholder, director,	supervisor, general manager and senior
supervisor, general manager and senior	management member of the Company, and the
management member of the Company, and	Company, acting for itself and for each
the Company, acting for itself and for each	director, supervisor, general manager and
director, supervisor, general manager and	senior management member, agrees with each
senior management member, agrees with	shareholder to refer all disputes and claims
each shareholder to refer all disputes and	arising from these articles of association or
claims arising from these articles of	any rights or obligations conferred or imposed
association or any rights or obligations	by the Company Law or other laws and
conferred or imposed by the Company Law	administrative regulations concerning the
or other laws and administrative	affairs of the Company to arbitration in
regulations concerning the affairs of the	accordance with these articles of association,
Company to arbitration in accordance with	and any reference to arbitration shall be
these articles of association, and any	deemed to authorize the arbitration tribunal to
reference to arbitration shall be deemed to	conduct hearing in open session and to publish
authorize the arbitration tribunal to	its award. Such arbitral award shall be final
conduct hearing in open session and to	and conclusive;
publish its award. Such arbitral award shall	
be final and conclusive;	

Original Articles (III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in	Revised Articles(III) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to the shareholders stipulated in these articles of
Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their	Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to
Company that the shares of the Company are freely transferable by the holder thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their	Company that the shares of the Company are freely transferable by the holder thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to
are freely transferable by the holder thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their	freely transferable by the holder thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to
thereof; (IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their	(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to
(IV) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their	Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to
Company to enter into a contract on his/her behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their	behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their obligations to
behalf with each director and senior management member whereby such director and senior management member undertake to observe and comply with their	management member whereby such director and senior management member undertake to observe and comply with their obligations to
management member whereby such director and senior management member undertake to observe and comply with their	and senior management member undertake to observe and comply with their obligations to
director and senior management member undertake to observe and comply with their	observe and comply with their obligations to
undertake to observe and comply with their	
	the shareholders stipulated in these articles of
obligations to the shareholders stipulated in	
~ I	association.
these articles of association.	
	To be deleted, with article numbers to be
	adjusted accordingly
Article 40 The share certificates shall be	Article 40 The share certificates shall be
signed by the legal representative of the	signed by the legal representative of the
Company. If the signatures of senior	Company. If the signatures of senior
management members of the Company are	management members of the Company are
required by the stock exchange on which	required by the stock exchange on which
Company shares are listed, the share	Company shares are listed, the share
certificates shall also be signed by such	certificates shall also be signed by such senior
senior management members. The share	management members. The share certificates
certificates shall become effective after the	shall become effective after the seal of the
seal of the Company is affixed thereto or	Company is affixed thereto or printed thereon.
printed thereon. The affixing of the seal of	The affixing of the seal of the Company on the
the Company on the share certificates shall	share certificates shall require the
require the authorization of the board of	authorization of the board of directors. The
directors. The signature of the legal	signature of the legal representative or other
representative or other senior management	senior management members on the share
members on the share certificates may also	certificates may also be in printed form. If the
be in printed form. If the shares of the	shares of the Company are issued and traded
Company are issued and traded in	in paperless form, the regulations of the
paperless form, the regulations of the	securities regulatory authorities or stock
securities regulatory authorities or stock	exchange(s) of the place where the shares of
exchange(s) of the place where the shares of	the Company are listed shall apply.
• • • • • • • •	To be deleted, with article numbers to be
	adjusted accordingly
	these articles of association. Article 40 The share certificates shall be signed by the legal representative of the Company. If the signatures of senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such senior management members. The share certificates shall become effective after the seal of the Company is affixed thereto or printed thereon. The affixing of the seal of the Company on the share certificates shall require the authorization of the board of directors. The signature of the legal representative or other senior management members on the share certificates may also be in printed form. If the shares of the Company are issued and traded in paperless form, the regulations of the securities regulatory authorities or stock

No.	Original Articles	Revised Articles
32.	Article 41 The Company shall maintain a	Article 41 The Company shall maintain a
	register of shareholders to contain the	register of shareholders to contain the
	following information and register the	following information and register the
	particulars of shareholders as required by	particulars of shareholders as required by the
	the laws and regulations and the Hong	laws and regulations and the Hong Kong
	Kong Listing Rules:	Listing Rules:
	(I) the name, address and occupation or	(I) the name, address and occupation or nature
	nature of each shareholder;	of each shareholder;
	(II) the class and number of shares held by	(II) the class and number of shares held by
	each shareholder;	each shareholder;
	(III) the consideration paid or payable for	(III) the consideration paid or payable for the
	the shares held by each shareholder;	shares held by each shareholder;
	(IV) the share certificate numbers of the	(IV) the share certificate numbers of the
	shares held by each shareholder;	shares held by each shareholder;
	(V) the date on which each shareholder was	(V) the date on which each shareholder was
	registered as a shareholder;	registered as a shareholder;
	(VI) the date on which each shareholder	(VI) the date on which each shareholder
	ceased to be a shareholder.	ecased to be a shareholder.
	The register of shareholders shall be	The register of shareholders shall be sufficient
	sufficient evidence of the holding of	evidence of the holding of Company shares by
	Company shares by a shareholder, unless	a shareholder, unless there is evidence to the
	there is evidence to the contrary.	contrary.
	If two or more persons are registered as the	If two or more persons are registered as the
	joint shareholders of any shares, they shall	joint shareholders of any shares, they shall be
	be deemed to be joint holders of such shares	deemed to be joint holders of such shares and
	and be subject to the following provisions:	be subject to the following provisions:
	and be subject to the following provisions.	be subject to the following provisions.
	(I) the Company is not obliged to register	(I) the Company is not obliged to register
	more than four persons as the joint	more than four persons as the joint
	shareholders of any shares;	shareholders of any shares;
	shareholders of any shares,	shareholders of any shares,
	(II) all joint shareholders shall jointly and	(II) all joint shareholders shall jointly and
	severally assume the liability to pay all	severally assume the liability to pay all
	amounts payable for the relevant shares;	amounts payable for the relevant shares;
	unsants payable for the relevant shares,	amounts puyuore for the felevant shares,

PROPOSED FURTHER AMENDMENTS TO THE A SHARE ARTICLES OF ASSOCIATION

No.	Original Articles	Revised Articles
	(III) if one of the joint shareholders is	(III) if one of the joint shareholders is
	deceased or deregistered, only the surviving	deceased or deregistered, only the surviving
	joint shareholders shall be deemed as the	joint shareholders shall be deemed as the
	owners of the shares. However, the board of	owners of the shares. However, the board of
	directors may demand the provision of such	directors may demand the provision of such
	supporting documents as it considers	supporting documents as it considers
	appropriate to prove the death or	appropriate to prove the death or
	deregistration of the relevant shareholder	deregistration of the relevant shareholder for
	for the purpose of updating the register of	the purpose of updating the register of
	shareholders;	shareholders;
	(IV) in respect of joint holders of any	(IV) in respect of joint holders of any shares,
	shares, only the joint shareholder ranking	only the joint shareholder ranking first in the
	first in the register of shareholders has the	register of shareholders has the right to
	right to receive share certificates, notices or	receive share certificates, notices or other
	other documents of the Company. Any	documents of the Company. Any notices
	notices delivered to such shareholder shall	delivered to such shareholder shall be deemed
	be deemed to have been delivered to all the	to have been delivered to all the joint holders.
	joint holders. Any joint shareholders may	Any joint shareholders may sign a form of
	sign a form of proxy. If more than one of the	proxy. If more than one of the joint
	joint shareholders are present in person or	shareholders are present in person or by proxy,
	by proxy, the vote made by the senior joint	the vote made by the senior joint shareholders
	shareholders ranking senior in the register	ranking senior in the register of shareholders,
	of shareholders, whether in person or by	whether in person or by proxy, shall be
	proxy, shall be accepted as the sole vote for	accepted as the sole vote for all joint
	all joint shareholders. In this regard, the	shareholders. In this regard, the seniority of
	seniority of shareholders shall be	shareholders shall be determined by the
	determined by the ranking of joint	ranking of joint shareholders in the register of
	shareholders in the register of shareholders	shareholders of the Company; and
	of the Company; and	
		(V) a receipt issued by any joint shareholders
	(V) a receipt issued by any joint	in respect of any dividends, bonuses or capital
	shareholders in respect of any dividends,	returns payable to the joint shareholders shall
	bonuses or capital returns payable to the	be deemed to be an effective receipt issued by
	joint shareholders shall be deemed to be an	all joint shareholders to the Company.
	effective receipt issued by all joint	
	shareholders to the Company.	The Company shall promptly update the
		register of shareholders if there is any change
	The Company shall promptly update the	in the information recorded therein.
	register of shareholders if there is any	

To be deleted, with article numbers to be adjusted accordingly

change in the information recorded therein.

No.	Original Articles	Revised Articles
33.	Article 42 The Company may, according to	Article 42 The Company may, according to an
	an understanding or agreement with the	understanding or agreement with the securities
	securities regulatory authority under the	regulatory authority under the State Council
	State Council and overseas securities	and overseas securities regulatory authorities,
	regulatory authorities, maintain the	maintain the register of the holders of
	register of the holders of overseas listed	overseas listed foreign shares in a place
	foreign shares in a place outside China, and	outside China, and entrust its administration
	entrust its administration to an overseas	to an overseas agency. The original register of
	agency. The original register of holders of	holders of the overseas listed foreign shares
	the overseas listed foreign shares listed in	listed in Hong Kong shall be maintained in
	Hong Kong shall be maintained in Hong	Hong Kong.
	Kong.	
		The Company shall maintain a copy of the
	The Company shall maintain a copy of the	register of holders of the overseas listed
	register of holders of the overseas listed	foreign shares at the domicile of the Company.
	foreign shares at the domicile of the	The entrusted overseas agent shall ensure that
	Company. The entrusted overseas agent	the original and duplicates of the register of
	shall ensure that the original and duplicates	holders of overseas listed foreign shares are
	of the register of holders of overseas listed	consistent at all times. Where the original and
	foreign shares are consistent at all times.	duplicates of the register of holders of
	Where the original and duplicates of the	overseas listed foreign shares are not
	register of holders of overseas listed foreign	consistent, the original version shall prevail.
	shares are not consistent, the original	
	version shall prevail.	To be deleted, with article numbers to be
		adjusted accordingly
34.	Article 43 The Company shall maintain a	Article 43 The Company shall maintain a
	complete register of shareholders.	complete register of shareholders.
	The register of charachelders shall include	The register of charactelders shall include:
	The register of shareholders shall include:	The register of shareholders shall include:
	(I) the register of shareholders maintained	(I) the register of shareholders maintained at
	at the domicile of the Company (other than	
		the domicile of the Company (other than those
		the domicile of the Company (other than those as described in sub-paragraph (II) and (III) of
	those as described in sub-paragraph (II)	as described in sub-paragraph (II) and (III) of
		1 2 1
	those as described in sub-paragraph (II)	as described in sub-paragraph (II) and (III) of
	those as described in sub-paragraph (II) and (III) of this article);	as described in sub-paragraph (II) and (III) of this article);
	those as described in sub-paragraph (II) and (III) of this article);(II) the register of holders of overseas listed	as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed
	those as described in sub-paragraph (II) and (III) of this article);(II) the register of holders of overseas listed foreign shares of the Company maintained	as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at
	 those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; 	as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed;
	 those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders 	 as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at
	 those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board 	 as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may
	 those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the 	 as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing
	 those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the 	 as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may
	 those as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the 	 as described in sub-paragraph (II) and (III) of this article); (II) the register of holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed; (III) the register of shareholders maintained at such other place as the board of directors may consider necessary for the purpose of listing

No.	Original Articles	Revised Articles
35.	Article 44 Different branch registers of	Article 44 Different branch registers of
55.	shareholders shall not register the same	shareholders shall not register the same
	shares. No transfer of the shares registered	shares. No transfer of the shares registered in
	in any branch register shall, during its	any branch register shall, during its
	registration, be registered in another	registration, be registered in another branch
	branch register of shareholders.	register of shareholders.
	branch register of shareholders.	register of shareholders.
	Alteration or rectification of any branch	Alteration or rectification of any branch
	register of shareholders shall be made in	register of shareholders shall be made in
	accordance with the laws of the place where	accordance with the laws of the place where
	such part of the register of shareholders is	such part of the register of shareholders is
	maintained.	maintained.
	maintaintu.	manitanicu.
		To be deleted, with article numbers to be
		adjusted accordingly
36.	Article 45 No transfer of shares will be	Article 45 No transfer of shares will be
	registered within 4 days before a	registered within 4 days before a shareholders'
	shareholders' general meeting or within 5	general meeting or within 5 days before the
	days before the record date determined by	record date determined by the Company for
	the Company for the purpose of dividend	the purpose of dividend distribution. Where
	distribution. Where the applicable laws,	the applicable laws, regulations and regulatory
	regulations and regulatory rules as well as	rules as well as the securities regulator in the
	the securities regulator in the place where	place where the shares of the Company are
	the shares of the Company are listed have	listed have any other provisions in this regard,
	any other provisions in this regard, such	such provisions shall prevail.
	provisions shall prevail.	
		To be deleted, with article numbers to be
		adjusted accordingly
37.	Article 46 If the Company intends to	Article 46 If the Company intends to convene
	convene a shareholders' general meeting to	a shareholders' general meeting to distribute
	distribute dividends, to liquidate or to	dividends, to liquidate or to conduct other
	conduct other actions that necessitate the	actions that necessitate the verification of
	verification of shareholdings, the board of	shareholdings, the board of directors or the
	directors or the convener of the	convener of the shareholders' general meeting
	shareholders' general meeting shall	shall determine a record date. Holders of
	determine a record date. Holders of shares	shares whose names appear in the register of
	whose names appear in the register of	shareholders at the end of the record date shall
	shareholders at the end of the record date	be shareholders of the Company entitled to
	shall be shareholders of the Company	relevant right and interests.
	entitled to relevant right and interests.	
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Deviced Anticles
	Original Articles	Revised Articles
38.	Article 47 Any person who objects to the	Article 47 Any person who objects to the
	register of shareholders and requests to	register of shareholders and requests to have his/her name entered in or removed from the
	have his/her name entered in or removed	
	from the register may apply to a court of	register may apply to a court of competent
	competent jurisdiction for rectification.	jurisdiction for rectification.
		To be deleted, with article numbers to be adjusted accordingly
39.	Article 48 Any person who is a registered	Article 48 Any person who is a registered
	shareholder or who requests to have his/her	shareholder or who requests to have his/her
	name entered into the register of	name entered into the register of shareholders
	shareholders in respect of shares in the	in respect of shares in the Company and has
	Company and has lost his/her share	lost his/her share certificate (the "Original
	certificate (the "Original Share	Share Certificate") may apply to the Company
	Certificate") may apply to the Company for	for the issue of new share certificate in respect
	the issue of new share certificate in respect	of such shares (the "Relevant Shares").
	of such shares (the "Relevant Shares").	
		If a holder of domestic shares has his/her
	If a holder of domestic shares has his/her	share certificate lost and applies for a
	share certificate lost and applies for a	replacement, it shall be dealt with in
	replacement, it shall be dealt with in	accordance with the Company Law.
	accordance with the Company Law.	
		If a holder of overseas listed foreign shares
	If a holder of overseas listed foreign shares	has his/her share certificate lost and applies
	has his/her share certificate lost and applies	for a replacement, it may be dealt with in
	for a replacement, it may be dealt with in	accordance with the laws, the rules of the
	accordance with the laws, the rules of the	stock exchange or other regulations of the
	stock exchange or other regulations of the	place where the original register of holders of
	place where the original register of holders	overseas listed foreign shares is kept.
	of overseas listed foreign shares is kept.	
		Where an H shareholder has lost his/her share
	Where an H shareholder has lost his/her	eertificate and applies for a replacement, the
	share certificate and applies for a	issue of a replacement certificate shall comply
	replacement, the issue of a replacement	with the following requirements:
	certificate shall comply with the following requirements:	(I) The applicant shall submit on application to
	requirements:	(I) The applicant shall submit an application to the Company in the prescribed form
	(I) The applicant shall submit an	
	(I) The applicant shall submit an application to the Company in the	accompanied by a notary certificate or statutory declaration. The notary certificate or
	prescribed form accompanied by a notary	statutory declaration. The notary certificate of statutory declaration shall provide the reason
	certificate or statutory declaration. The	of the application and the circumstances and
	notary certificate or statutory declaration. The	evidence of the loss of the share certificates as
	shall provide the reason of the application	well as a declaration that no other person shall
	and the circumstances and evidence of the	be entitled to request to be registered as the
	loss of the share certificates as well as a	shareholder of the Relevant Shares.
	declaration that no other person shall be	shareholder of the relevant bhares.
	entitled to request to be registered as the	
	shareholder of the Relevant Shares.	
	shurtholder of the Keleyant Shares.	

No.	Original Articles	Revised Articles
	(II) No claim has been received by the	(II) No claim has been received by the
	Company from a person other than the	Company from a person other than the
	applicant to have his/her name registered as	applicant to have his/her name registered as a
	a holder of the Relevant Shares before the	holder of the Relevant Shares before the
	Company decides to issue the replacement	Company decides to issue the replacement
	share certificate.	share certificate.
	(III) The Company shall, if it decides to	(III) The Company shall, if it decides to issue
	issue a replacement share certificate to the	a replacement share certificate to the
	applicant, make announcements of its	applicant, make announcements of its
	intention to issue the replacement share	intention to issue the replacement share
	certificate in such newspapers designated	certificate in such newspapers designated by
	by the board of directors. The	the board of directors. The announcements
	announcements shall be made at least once	shall be made at least once in every 30 days in
	in every 30 days in a period of 90 days.	a period of 90 days.
	(IV) The Company shall deliver to the stock	(IV) The Company shall deliver to the stock
	exchange where the Company is listed a	exchange where the Company is listed a copy
	copy of the announcement regarding the	of the announcement regarding the intention
	intention to issue a replacement share	to issue a replacement share certificate before
	certificate before its publication. The	its publication. The Company may publish the
	Company may publish the announcement	announcement upon the receipt of
	upon the receipt of confirmation from such	confirmation from such stock exchange that
	stock exchange that the announcement has	the announcement has been exhibited at the
	been exhibited at the premises of such stock	premises of such stock exchange. The
	exchange. The announcement shall be	announcement shall be exhibited at the
	exhibited at the premises of such stock	premises of such stock exchange for a period
	exchange for a period of 90 days. If the	of 90 days. If the registered holder of the
	registered holder of the Relevant Shares	Relevant Shares raises objection to the
	raises objection to the application for issue	application for issue of replacement share
	of replacement share certificate, the	certificate, the Company shall send by post to
	Company shall send by post to such	such registered shareholder a copy of the
	registered shareholder a copy of the	announcement.
	announcement.	

No. Original Articles		Revised Articles
(V) If, upon expiration of	the 90-day period	(V) If, upon expiration of the 90-day period
referred to in sub-paragr	• •	referred to in sub-paragraph (III) and (IV) of
of this article, the C	-	this article, the Company has not received
received from any ob		from any objection to such application, the
application, the Compa		Company may issue a replacement share
replacement share cer		certificate to the applicant.
applicant.		
approximeter and a second s		(VI) The Original Share Certificate shall be
(VI) The Original Share (Certificate shall be	cancelled immediately upon the issue of a
cancelled immediately up		replacement and the cancellation and
replacement and the		replacement of share certificates shall be
replacement of share ce		recorded in the register of shareholders
recorded in the register		accordingly.
accordingly.		
		(VII) All expenses relating to the cancellation
(VII) All expenses	relating to the	of the Original Share Certificate and the issue
cancellation of the	Original Share	of a replacement share certificate shall be
Certificate and the issue	of a replacement	borne by the applicant. The Company may
share certificate shall	be borne by the	refuse to take any action until a reasonable
applicant. The Company	may refuse to take	guarantee of payment is provided by the
any action until a reason	able guarantee of	applicant.
payment is provided by t	he applicant.	
		To be deleted, with article numbers to be
		adjusted accordingly
40. Article 49 After the issue	of a replacement	Article 49 After the issue of a replacement
share certificate pursuan	t to these articles	share certificate pursuant to these articles of
of association, the name	e of a bona fide	association, the name of a bona fide purchaser
purchaser who holds	the new share	who holds the new share certificate or a
certificate or a shar	eholder who is	shareholder who is registered as the holder of
registered as the holder o	f such shares (as a	such shares (as a bona fide purchaser) shall
bona fide purchaser) sha	ll not be removed	not be removed from the register of
from the register of share	eholders.	shareholders.
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
41.	Article 50 The Company shall not be liable	Article 50 The Company shall not be liable for
	for any damages suffered by any person	any damages suffered by any person from the
	from the cancellation of an Original Share	cancellation of an Original Share Certificate
	Certificate or the issue of a replacement	or the issue of a replacement share certificate,
	share certificate, unless the claimant can	unless the claimant can prove that the
	prove that the Company had acted	Company had acted fraudulently.
	fraudulently.	
		To be deleted, with article numbers to be
		adjusted accordingly
42.	SECTION 5 FINANCIAL ASSISTANCE	SECTION 5 FINANCIAL ASSISTANCE FOR
	FOR THE PURCHASE OF SHARES OF	THE PURCHASE OF SHARES OF THE
	THE COMPANY	COMPANY
	Article 51 The Company and its	Article 51 The Company and its subsidiaries
	subsidiaries shall not, by any means at any	shall not, by any means at any time, provide
	time, provide any kind of financial	any kind of financial assistance to a person
	assistance to a person who acquires or	who acquires or intends to acquire shares of
	intends to acquire shares of the Company.	the Company. The buyer of shares of the
	The buyer of shares of the Company	Company includes a person who directly or
	includes a person who directly or indirectly	indirectly assumes obligations due to the
	assumes obligations due to the acquisition	acquisition of shares of the Company.
	of shares of the Company.	
		The Company and its subsidiaries shall not, by
	The Company and its subsidiaries shall not,	any means at any time, provide financial
	by any means at any time, provide financial	assistance to the said obligor for the purpose
	assistance to the said obligor for the	of reducing or discharging the obligations
	purpose of reducing or discharging the	assumed by aforesaid person.
	obligations assumed by aforesaid person.	
		The provisions of this article shall not apply to
	The provisions of this article shall not apply	the circumstances mentioned in article 53 of
	to the circumstances mentioned in article 53	these articles of association.
	of these articles of association.	
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
43.	Article 52 The financial assistance	Article 52 The financial assistance mentioned
	mentioned in article 51 of these articles of	in article 51 of these articles of association
	association shall include (but not limited to)	shall include (but not limited to) the
	the following:	following:
	(I) a gift;	(I) a gift;
	(II) a guarantee (including the assumption	(II) a guarantee (including the assumption of
	of liability by the guarantor or the	liability by the guarantor or the provision of
	provision of assets by the guarantor to	assets by the guarantor to secure the
	secure the performance of obligations by	performance of obligations by the obligor),
	the obligor), indemnity (other than an	indemnity (other than an indemnity in respect
	indemnity in respect of the default of the	of the default of the Company), release or
	Company), release or waiver of any rights;	waiver of any rights;
	(III) a provision of loan or any other	(III) a provision of loan or any other contract
	contract under which the obligations of the	under which the obligations of the Company
	Company are to be fulfilled before the	are to be fulfilled before the obligations of
	obligations of another party, or a change in	another party, or a change in the parties to, or
	the parties to, or the assignment of rights	the assignment of rights arising under, such
	arising under, such loan or contract; and	loan or contract; and
	(IV) any other form of financial assistance	(IV) any other form of financial assistance
	given by the Company when the Company	given by the Company when the Company is
	is insolvent or has no net assets or when its	insolvent or has no net assets or when its net
	net assets would thereby be reduced by a	assets would thereby be reduced by a material
	material extent.	extent.
	Assumption of obligations shall include the	Assumption of obligations shall include the
	assumption of obligations by the obligor by	assumption of obligations by the obligor by
	entering into a contract or making any	entering into a contract or making any
	arrangement (whether or not such contract	arrangement (whether or not such contract or
	or arrangement is enforceable and whether	arrangement is enforceable and whether or not
	or not such obligation is assumed by the	such obligation is assumed by the obligor on
	obligor on his/her own or jointly with any	his/her own or jointly with any other person)
	other person) or by changing its financial	or by changing its financial position in any
	position in any other way.	other way.
		To be deleted, with article numbers to be
		adjusted accordingly
		unjusted decordingij

No.	Original Articles	Revised Articles
44.	Article 53 The following acts shall not be	Article 53 The following acts shall not be
	deemed as acts prohibited under article 51:	deemed as acts prohibited under article 51:
	(I) the provision of financial assistance by	(I) the provision of financial assistance by the
	the Company is in good faith and in the	Company is in good faith and in the interest of
	interest of the Company, and the principal	the Company, and the principal purpose of the
	purpose of the financial assistance is not for	financial assistance is not for the acquisition
	the acquisition of shares in the Company, or	of shares in the Company, or the financial
	the financial assistance is an incidental part	assistance is an incidental part of plan of the
	of plan of the Company;	Company;
	(II) lawful distribution of the assets of the	(II) lawful distribution of the assets of the
	Company as dividends;	Company as dividends;
	(III) distribution of dividends in the form of	(III) distribution of dividends in the form of
	shares;	shares;
	(IV) reduction of registered capital,	(IV) reduction of registered capital,
	repurchase of shares and adjustment of	repurchase of shares and adjustment of
	shareholding structure in accordance with	shareholding structure in accordance with
	these articles of association;	these articles of association;
	(V) provision of a loan by the Company in	(V) provision of a loan by the Company in the
	the course of its ordinary business	eourse of its ordinary business (provided that
	(provided that the net assets of the	the net assets of the Company are not thereby
	Company are not thereby reduced or that,	reduced or that, to the extent that the assets are
	to the extent that the assets are thereby	thereby reduced, the financial assistance is
	reduced, the financial assistance is provided	provided out of the distributable profits of the
	out of the distributable profits of the	Company);
	Company);	
	E 077	(VI) the provision of money by the Company
	(VI) the provision of money by the	for contributions to employees' share scheme
	Company for contributions to employees'	(provided that the net assets of the Company
	share scheme (provided that the net assets	are not thereby reduced or that, to the extent
	of the Company are not thereby reduced or	that the assets are thereby reduced, the
	that, to the extent that the assets are	financial assistance is provided out of
	thereby reduced, the financial assistance is	distributable profits of the Company).
	provided out of distributable profits of the	
	Company).	To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
45.	CHAPTER 4 SHAREHOLDERS AND	CHAPTER 4 SHAREHOLDERS AND
	SHAREHOLDERS' GENERAL MEETINGS	SHAREHOLDERS' GENERAL MEETINGS
	SECTION 1 SHAREHOLDERS	SECTION 1 SHAREHOLDERS
	Article 54 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. The shareholders shall enjoy the rights and assume the obligations according to the class and number of the shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.	Article 31 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. The Company shall maintain a register of shareholders and conduct shareholder registration against the evidence provided by the securities registration authority and in compliance with applicable laws, regulations, normative documents, and the Hong Kong Listing Rules. The register of shareholders serves as conclusive evidence of a shareholder's ownership of the Company shares.
		For shareholders holding foreign shares listed overseas and traded in Hong Kong, the original copy of the register of shareholders shall be kept in Hong Kong for shareholders' inspection.
		The shareholders shall enjoy the rights and assume the obligations according to the class and number of the shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.
46.	The article numbers shall be adjusted	Article 32 If the Company intends to
	accordingly with the changes of stylistic layout (if any).	convene a shareholders' general meeting to distribute dividends, to liquidate or to conduct other actions that necessitate the verification of shareholders, the board of directors or the convener of the
		shareholders' general meeting shall determine a record date. Holders of shares whose names appear in the register of shareholders at the end of the record date shall be shareholders of the Company entitled to relevant right and interests.

No.	Original Articles	Revised Articles
47.	Article 55 Holders of ordinary shares of the Company shall enjoy the following rights:	Article 33 The Company's shareholders shall enjoy the following rights:
	(I) to receive dividends and other forms of distribution of interest in proportion to their respective shareholdings;	(I) to <u>receive dividends</u> and other forms of distribution of interest in proportion to their respective shareholdings;
	(II) to attend shareholders' general meetings in person or by proxy, and to speak and exercise voting rights at shareholders' general meetings in proportion to their respective shareholdings;	(II) to request, convene, preside over and attend shareholders' general meetings in person or by proxy, and to-speak and <u>exercise</u> <u>voting rights</u> atshareholders' general the meetingsin proportion to their respective shareholdings;
	(III) to supervise the business operations of the Company and to make recommendations and interrogations;	(III) to supervise the business operations of the Company and to make recommendations and interrogations;
	(IV) to transfer or pledge the shares they hold according to the laws, regulations and these articles of association;	(IV) to transfer, <u>donate</u> or pledge the shares they hold according to the laws, regulations and these articles of association;
	(V) to obtain relevant information in accordance with these articles of association, including:	(V) to inspect these Articles of Association, register of shareholders, bond certificates, minutes of shareholders' general meetings,
	1. a set of these articles of association upon payment of a fee;	resolutions of the board of directors and supervisory board meetings, and financial accounting reports of the Company;
	2. the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:	(V) to obtain relevant information in accordance with these articles of association, including:
	(1) all registers of shareholders;(2) personal information of the directors, supervisors, general manager and other	1. a set of these articles of association upon payment of a fee;
	senior management of the Company, including:	2. the rights to inspect and obtain copies of the following information upon payment of a reasonable charge:
	(a) current and previous names and aliases;	(1) all registers of shareholders;
	(b) main address (domicile);	(2) personal information of the directors, supervisors, general manager and other senior management of the Company, including:
		(a) current and previous names and aliases;
		(b) main address (domicile);

No.	Original Articles	Revised Articles
	(c) nationality;	(c) nationality;
	(d) full-time and all other part-time jobs and titles;	(d) full-time and all other part-time jobs and titles;
	(e) identity documents and numbers.	(e) identity documents and numbers.
	(3) share capital of the Company;	(3) share capital of the Company;
	(4) reports showing the nominal value, number, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end	(4) reports showing the nominal value, number, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last fiscal
	of the last fiscal year, and the aggregate amount paid by the Company for such shares;	year, and the aggregate amount paid by the Company for such shares; (5) the minutes of shareholders' general meetings (for inspection
	(5) the minutes of shareholders' general meetings (for inspection by shareholders only) and special resolutions of shareholders' general meetings;	by shareholders only) and special resolutions of shareholders' general meetings; (6) the latest audited financial statements and the directors', auditors' and supervisors'
	(6) the latest audited financial statements and the directors', auditors' and supervisors' reports of the Company;	reports of the Company; (7) the copy of the latest annual return submitted to the State Administration for Market Regulation or other competent authorities in China;
	(7) the copy of the latest annual return submitted to the State Administration for Market Regulation or other competent authorities in China;	(8) counterfoils of corporate bonds, resolutions of the meetings of the board of directors and the Supervisory Committee, the financial and accounting reports of the Company;
	(8) counterfoils of corporate bonds, resolutions of the meetings of the board of directors and the Supervisory Committee, the financial and accounting reports of the Company;	The Company shall maintain the documents set out in sub-paragraph (1) to (7) above except sub-paragraph (2) at the address of the Company in Hong Kong for free inspection by the public and its shareholders in accordance
	The Company shall maintain the documents set out in sub-paragraph (1) to (7) above except sub-paragraph (2) at the address of the Company in Hong Kong for free inspection by the public and its shareholders in accordance with the Hong Kong Listing Rules.	with the Hong Kong Listing Rules.

No.	Original Articles	Revised Articles
	(VI) to request the Company to acquire his/her shares if he/she objects to a resolution of a shareholders' general meeting on a merger or division of the Company;	(VI) to participate in the distribution of the remaining assets of the Company in proportion to their shareholdings upon termination or liquidation of the Company;
	(VII) to participate in the distribution of the remaining assets of the Company in proportion to their shareholdings upon termination or liquidation of the Company;	(VII) to request the Company to acquire his/her shares if he/she objects to a resolution of a shareholders' general meeting on a merger or division of the Company;
	(VIII) to access the Hong Kong register of shareholders for the Company, provided, however, that the Company may temporarily suspend shareholder registration procedures in accordance with the equivalent provisions of Section 632 of the <i>Companies Ordinance</i> (Cap. 622);	(VIII) to access the Hong Kong register of shareholders for the Company, provided, however, that the Company may temporarily suspend shareholder registration procedures in accordance with the equivalent provisions of Section 632 of the <i>Companies Ordinance</i> (Cap. 622);
	(IX) any other rights prescribed by the laws, regulations, rules of the securities regulatory authorities and the stock exchange where the securities of the Company are listed and as stipulated under these articles of association.	(IX) any other rights prescribed by the laws, regulations, rules of the securities regulatory authorities and the stock exchange where the securities of the Company are listed and as stipulated under these articles of association.
	Rights of the shareholders of the Company who are legal persons shall be exercised by their legal representatives or agents on their behalf.	Rights of the shareholders of the Company who are legal persons shall be exercised by their legal representatives or agents on their behalf.
48.		(newly added)
		Article 35 If any resolution of a shareholders' general meeting or board meeting is in violation of the laws or administrative regulations, the shareholders shall be entitled to request the people's court to invalidate such resolution.
		If the convening procedure or voting method of a shareholders' general meeting or board meeting is in violation of the laws, administrative regulations or these Articles of Association, or if a resolution is in violation of these Articles of Association, the shareholders shall be entitled to request the people's court for revocation within 60 days after the resolution is made.

No.	Original Articles	Revised Articles
49.		(newly added)
49.		(newly added)Article 36 If any director or senior management violates laws, administrative regulations or these Articles of Association when performing his/her duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or above shares of the Company for 180 consecutive days or above shall be entitled to request the supervisory committee in writing to institute legal proceedings to the people's court. If the supervisory committee violates laws, administrative regulations or these Articles of Association when performing its duties, thereby incurring any loss of the Company, the aforementioned shareholders shall be entitled to request the board of directors in writing to institute legal proceedings to the people's court.If the supervisory committee or the board of directors refuses to institute legal proceedings after receiving the written request or does not institute legal proceedings within 30 days after receiving such request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders, as specified in the preceding article, shall be
		entitled to institute legal proceedings to the people's court in their own names for the interests of the Company.
		If any other person infringes upon the lawful rights and interests of the Company, thereby resulting in the Company incurring any loss, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.
50.	The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).	Article 37 If any director or senior management violates laws, regulations or these articles of association, thereby resulting in the shareholders incurring any loss, the shareholders may institute legal proceedings in the people's court.

No.	Original Articles	Revised Articles
51.	Article 57 Holders of ordinary shares of the Company shall have the following obligations:	Article 38 Holders of ordinary shares of The Company's shareholders shall have the following obligations:
	(I) to comply with the laws, regulations and these articles of association;	(I) to comply with the laws, regulations and these articles of association;
	(II) to pay capital contribution as per the shares subscribed for and the method of subscription;	(II) to pay capital contribution as per the shares subscribed for and the method of subscription;
	(III) to be liable to the Company according to the shares being held;	(III) to be liable to the Company according to the shares being held;
	(IV) not to withdraw capital contribution, unless in the circumstances stipulated by the laws and regulations;	(III) not to withdraw capital contribution , unless in the circumstances stipulated by the laws and regulations;
	(V) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders;	(IV) not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders;
	(VI) any other obligations prescribed by the laws, regulations and these articles of association.	(V) any other obligations prescribed by the laws, regulations and these articles of association.
	Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the laws and regulations.	Except for the conditions that the purchasers agree to at the time of share purchase, shareholders do not assume any subsequently added responsibility for share capital unless otherwise specified by the laws and regulations.
	If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.	If a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.

No.	Original Articles	Revised Articles
52.	Article 59 The controlling shareholder and the de facto controller of the Company shall not take advantage of their connected relationships to harm the interests of the Company. They shall be held liable for damages if, as a result of violating such provisions, they cause the Company to sustain a loss.	Article 40 The controlling shareholder and the de facto controller of the Company shall not take advantage of their connected relationships to harm the interests of the Company. They shall be held liable for damages if, as a result of violating such provisions, they cause the Company to sustain a loss.
	The controlling shareholder and the de facto controller of the Company bear a fiduciary duty toward the Company and other shareholders of the Company. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. It shall not harm the lawful rights and interests of the Company and other shareholders by means of profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security or other methods, or damage the interests of the Company and other shareholders by means of its controlling position.	The controlling shareholder and the de facto controller of the Company bear a fiduciary duty toward the Company and other public shareholders of the Company. The controlling shareholder shall exercise its rights as an investor in strict accordance with the laws. It shall not harm the lawful rights and interests of the Company and public shareholders by means of profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security or other methods, or damage the interests of the Company and public shareholders by means of its controlling position.
53.	Article 60 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:	Article 60 In addition to obligations imposed by laws, regulations or by the stock exchange on which shares of the Company are listed, the controlling shareholder shall not make decisions that are detrimental to the interests of all or part of shareholders on the following issues when exercising its rights as a shareholder:
	(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;	(I) to relieve a director or supervisor of his/her duty to act in good faith in the best interest of the Company;
	(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;	(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the assets of the Company, including but not limited to, opportunities favorable to the Company;
	(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders' general meeting in accordance with these articles of association.	(III) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person) of the personal rights of other shareholders, including but not limited to, rights to distributions and voting rights, save for a corporate restructuring of the Company approved by a shareholders' general meeting in accordance with these articles of association.
	association.	To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
54.	Article 61 The "controlling shareholder" referred to in the preceding article means a person who satisfies one of the following conditions:	Article 61 The "controlling shareholder" referred to in the preceding article means a person who satisfies one of the following conditions:
	(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;	(I) he/she alone, or acting in concert with others, has the power to elect not less than half of the members of the board of directors;
		(II) he/she alone, or acting in concert with
	(II) he/she alone, or acting in concert with	others, has the power to exercise 30% or more
	others, has the power to exercise 30% or	(or such other percentage as may from time to
	more (or such other percentage as may from	time be specified in applicable PRC laws as
	time to time be specified in applicable PRC laws as being the level for triggering a	being the level for triggering a mandatory general offer or for otherwise establishing
	mandatory general offer or for otherwise	legal or management control over a business
	establishing legal or management control	enterprise) or to control the exercise of 30% or
	over a business enterprise) or to control the	more of the voting rights of the Company;
	exercise of 30% or more of the voting rights	
	of the Company;	(III) he/she alone, or acting in concert with others, holds 30% or more of the issued and
	(III) he/she alone, or acting in concert with	outstanding shares of the Company;
	others, holds 30% or more of the issued and	(IV) he/she close on esting in concert with
	outstanding shares of the Company;	(IV) he/she alone, or acting in concert with others, in any other manner has de facto
	(IV) he/she alone, or acting in concert with	control of the Company.
	others, in any other manner has de facto	control of the company.
	control of the Company.	The "acting in concert" referred to in the
	L U	preceding article means action taken by two or
	The "acting in concert" referred to in the	more persons pursuant to an agreement (oral
	preceding article means action taken by two	or written) to obtain or consolidate control of
	or more persons pursuant to an agreement	the Company through the acquisition by any
	(oral or written) to obtain or consolidate	of them of voting rights of the Company;
	control of the Company through the acquisition by any of them of voting rights	To be deleted, with article numbers to be
	of the Company;	adjusted accordingly
55.	Article 62 If any resolution of a	Article 62 If any resolution of a shareholders'
55.	shareholders' general meeting or board	general meeting or board meeting is in
	meeting is in violation of the laws or	violation of the laws or regulations, the
	regulations, the shareholders shall be	shareholders shall be entitled to request the
	entitled to request the people's court to	people's court to invalidate such resolution.
	invalidate such resolution.	
		If the convening procedure or voting method
	If the convening procedure or voting	of a shareholders' general meeting or board
	method of a shareholders' general meeting	meeting is in violation of the laws, regulations or these articles of association, or if a
	or board meeting is in violation of the laws, regulations or these articles of association,	resolution is in violation of these articles of
	or if a resolution is in violation of these	association, the shareholders shall be entitled
	articles of association, the shareholders	to request the people's court for revocation
	shall be entitled to request the people's	within 60 days after the resolution is made.
	court for revocation within 60 days after the	
	resolution is made.	To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
56.	Article 63 If any director or senior	Article 63 If any director or senior
	management violates laws, regulations or	management violates laws, regulations or
	these articles of association when	these articles of association when performing
	performing his/her duties, thereby	his/her duties, thereby incurring any loss of
	incurring any loss of the Company, the	the Company, the shareholder(s) severally or
	shareholder(s) severally or jointly holding	jointly holding 1% or above shares of the
	1% or above shares of the Company for 180	Company for 180 consecutive days or above
	consecutive days or above shall be entitled	shall be entitled to request the supervisory
	to request the supervisory committee in	committee in writing to institute legal
		<u> </u>
	writing to institute legal proceedings to the	proceedings to the people's court. If the
	people's court. If the supervisory committee	supervisory committee violates laws,
	violates laws, regulations or these articles of	regulations or these articles of association
	association when performing its duties,	when performing its duties, thereby incurring
	thereby incurring any loss of the Company,	any loss of the Company, the aforementioned
	the aforementioned shareholders shall be	shareholders shall be entitled to request the
	entitled to request the board of directors in	board of directors in writing to institute legal
	writing to institute legal proceedings to the	proceedings to the people's court.
	people's court.	
		If the supervisory committee or the board of
	If the supervisory committee or the board	directors refuses to institute legal proceedings
	of directors refuses to institute legal	after receiving the written request or does not
	proceedings after receiving the written	institute legal proceedings within 30 days
	request or does not institute legal	after receiving such request, or if the
	proceedings within 30 days after receiving	circumstance is urgent and any delay of legal
	such request, or if the circumstance is	proceedings may incur irrecoverable damage
	urgent and any delay of legal proceedings	to the interests of the Company, the
	may incur irrecoverable damage to the	shareholders, as specified in the preceding
	interests of the Company, the shareholders,	article, shall be entitled to institute legal
	as specified in the preceding article, shall be	proceedings to the people's court in their own
	entitled to institute legal proceedings to the	names for the interests of the Company.
	people's court in their own names for the	
	interests of the Company.	If any other person infringes upon the lawful
	× •	rights and interests of the Company, thereby
	If any other person infringes upon the	resulting in the Company incurring any loss,
	lawful rights and interests of the Company,	the shareholder(s) as mentioned in the first
	thereby resulting in the Company incurring	paragraph of this article may institute legal
	any loss, the shareholder(s) as mentioned in	proceedings to the people's court according to
	the first paragraph of this article may	the provisions of the two preceding
	institute legal proceedings to the people's	paragraphs.
	court according to the provisions of the two	paragraphic.
	preceding paragraphs.	To be deleted, with article numbers to be
	hreeding haragraphie	adjusted accordingly
57	Antiala 64 If any dinastan an acti-	
57.	Article 64 If any director or senior	Article 64 If any director or senior
	management violates laws, regulations or these articles of association thereby	management violates laws, regulations or
	these articles of association, thereby	these articles of association, thereby resulting
	resulting in the shareholders incurring any	in the shareholders incurring any loss, the
	loss, the shareholders may institute legal	shareholders may institute legal proceedings
	proceedings in the people's court.	in the people's court.
		To be deleted, with article numbers to be
		adjusted accordingly
		aujusteu accorungty

No.	Original Articles	Revised Articles
58.	SECTION 2 GENERAL PROVISIONS OF SHAREHOLDERS' GENERAL MEETINGS	SECTION 2 GENERAL PROVISIONS OF SHAREHOLDERS' GENERAL MEETINGS
	Article 65 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:	Article 41 The shareholders' general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers:
	(I) to decide on the business policies and investment plans of the Company;	(I) to decide on the business policies and investment plans of the Company;
	(II) to elect or replace directors who are not representatives of the employees and to decide on matters relating to the remuneration of directors;	(II) to elect or replace directors and <u>supervisors</u> who are not representatives of the employees and to decide on matters relating to the remuneration of directors and <u>supervisors</u> ;
	(III) to elect or replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;	(III) to elect or replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;
	(IV) to consider and approve reports of the board of directors;	(III) to consider and approve reports of the board of directors;
	(V) to consider and approve reports of the supervisory committee;	(IV) to consider and approve reports of the supervisory committee;
	(VI) to consider and approve the annual financial budgets and final accounts of the Company;	(V) to consider and approve the annual financial budgets and final accounts of the Company;
	(VII) to consider and approve the profit distribution plans and plans for making up losses of the Company;	(VI) to consider and approve the profit distribution plans and plans for making up losses of the Company;
	(VIII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;	(VII) to pass resolutions concerning the increase or reduction of the registered capital of the Company;
	(IX) to pass resolutions on the issuance of bonds or other securities and public listing plans of the Company;	(VIII) to pass resolutions on the issuance of bonds or other securities and public listing plans of by the Company;
	(X) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;	(IX) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;
	(XI) to amend these articles of association;	(X) to amend these articles of association;
	(XII) to resolve on the engagement, dismissal or non-renewal of the engagement of an accounting firm as the auditor of the Company;	(XI) to resolve on the engagement and dismissal or non-renewal of the engagement of the accounting firm as the auditor of the Company;

No.	Original Articles	Revised Articles
	(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;	(XIII) to consider proposals raised by a shareholder or shareholders holding at least 3% of the voting shares of the Company;
	(XIV) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;	(XII) to consider and approve external guarantees required to be resolved at the shareholders' general meeting pursuant to laws, regulations and these articles of association;
	(XV) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;	(XIII) to consider and approve matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the latest period;
	(XVI) to deliberate and approve matters pertaining to the alteration of the utilization of raised funds;	(XIV) to deliberate and approve matters pertaining to the alteration of the utilization of raised funds;
	(XVII) (XVI) to deliberate equity incentive plans and employee stock ownership plans.	(XV) to deliberate equity incentive plans and employee stock ownership plans.
	(XVII) to deliberate and approve transactions with related (connected) parties where the amount exceeds RMB30 million and represents 1% or more of the Company's latest audited total assets or market cap, excluding transactions that involve unilateral benefits such as providing guarantees, receiving cash assets, obtaining debt relief, accepting guarantees and financial support, etc., as well as other related (connected) transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these Articles of Association;	(XVI) to deliberate and approve transactions with related (connected) parties where the amount exceeds RMB30 million and represents 1% or more of the Company's latest audited total assets or market cap, excluding transactions that involve providing guarantees, as well as other related (connected) transactions required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these Articles of Association; (XVII) to deliberate other matters required to be resolved at the shareholders' general
	(XIX) other matters required to be resolved at the shareholders' general meeting pursuant to laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association;	be resolved at the shareholders' general meeting pursuant to laws, administrative regulations , departmental regulations , listing rules of the stock exchange of the place where the shares of the Company are listed and these articles of association.
		The aforesaid functions and powers of the shareholders' general meetings shall not be delegated or exercised on behalf of the shareholders by the board of directors, any other entities, or individuals by means of authorization.

No.	Original Articles	Revised Articles
59.	Article 67 Transactions undertaken by the Company that meet any of the following criteria (excluding transactions that involve unilateral benefits such as providing guarantees, receiving cash assets, obtaining debt relief, accepting guarantees and financial support, etc.) shall be submitted for deliberation at the shareholders' general meeting:	Article 43 Transactions undertaken by the Company that meet any of the following criteria (excluding transactions that involve unilateral benefits such as providing guarantees receiving cash assets, obtaining debt relief, accepting guarantees and financial support, etc.) shall be submitted for deliberation at the shareholders' general meeting:
60.	Article 68 Except in cases where the Company	Article 68 Except in cases where the Company
	is in a crisis or under special circumstances, without the prior approval of a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.	is in a crisis or under special circumstances, without the prior approval of a shareholders' general meeting, the Company may not conclude any contract with any person other than a director, the general manager and other senior management of the Company whereby such person is designated to be in charge of the management of the whole or a substantial part of the business of the Company.
61.	Article 70 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:	Article 45 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:
	(I) the number of directors is less than five, being the minimum statutory number provided for in the Company Law, or less than two- thirds of the number prescribed in these articles of association;	(I) the number of directors is less than 5, being the minimum statutory number provided for in the Company Law, or less than two-thirds (or 6) of the number prescribed in these articles of association;
	(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;	(II) the losses of the Company that have not been made up reach one-third of its total paid-in share capital;
	(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least 10% of the shares of the Company;	(III) a request is made by a shareholder or shareholders holding separately or in aggregate at least more than 10% of the shares of the Company;
	(IV) the board of directors considers it necessary;	(IV) the board of directors considers it necessary;
	(V) the supervisory committee proposes to hold such meeting;	(V) the supervisory committee proposes to hold such meeting;
	(VI) any other circumstance as specified in laws, regulations or these articles of association.	(VI) any other circumstance as specified in laws, regulations or these articles of association.
	The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.	The number of shares held by a shareholder in sub-paragraph (III) above shall be based on the number of shares of the Company held on the date of written request by the shareholder.

No.	Original Articles	Revised Articles
62.	Article 71 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.	Article 46 The Company shall convene a shareholders' general meeting at its domicile, place of production and operation or other location as specified in the notice of the meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.
	A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.	A shareholders' general meeting shall be convened on-site at a venue, or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of other safe, economical and convenient means as required by the laws, regulations and these articles of association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.
	A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.	A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.
	If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.	If the shareholders remotely participate in the shareholders' general meeting through the Internet, video conferencing, electronic meeting or other means, they shall complete the registration and identity verification in accordance with the notice of the shareholders' general meeting in advance, send their personal information to the Company, and use the link and password provided by the Company to participate in the shareholders' general meeting. Without prejudice to the normal convening of the shareholders' general meeting, the board of directors and the chairman of the meeting shall arrange for shareholders who remotely participate in the shareholders' general meeting. If the Company does not provide a voting system for shareholders who remotely participate in the shareholders' general meeting, shareholder who is unable to attend the shareholders' general meeting on-site may appoint his/her proxy to vote at the shareholders' general meeting on his/her behalf.
	Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.	Once the notice of a shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.

No.	Original Articles	Revised Articles
63.	Article 81 When the Company convenes a	Article 56 When the Company convenes a
	shareholders' general meeting, the board of	shareholders' general meeting, the board of
	directors, the supervisory committee and	directors, the supervisory committee and
	shareholders holding 3% or more of the shares	shareholders holding 3% or more of the shares
	of the Company separately or in aggregate	of the Company separately or in aggregate
	shall be entitled to put forward proposals to	shall be entitled to put forward proposals to
	the Company.	the Company.
	Shareholders individually or jointly holding	Shareholders individually or jointly holding
	3% or more of the shares of the Company may	3% or more of the shares of the Company may
	submit ad hoc proposals to the convener of a	submit ad hoc proposals to the convener of a
	shareholders' general meeting in writing ten	shareholders' general meeting in writing ten
	days prior to shareholders' general meeting.	days prior to shareholders' general meeting.
	The convener shall issue a supplementary	The convener shall issue a supplementary
	notice of the shareholders' general meeting to	notice of the shareholders' general meeting to
	provide information of such ad hoc proposals	provide information of such ad hoc proposals
	within two days after receipt thereof.	within two days after receipt thereof.
	Except as provided in the preceding	Except as provided in the preceding
	paragraph, the convener of a shareholders'	paragraph, the convener of a shareholders'
	general meeting shall not amend the proposals	general meeting shall not amend the proposals
	set out in the notice of the shareholders'	set out in the notice of the shareholders'
	general meeting or put up any new proposals	general meeting or put up any new proposals
	after the issuance of the notice of the	after the issuance of the notice of the
	shareholders' general meeting.	shareholders' general meeting.
	Proposals which are not specified in the notice	Proposals which are not specified in the notice
	of the shareholders' general meeting or which	of the shareholders' general meeting or which
	are not in compliance with article 79 shall not	are not in compliance with <u>Article 55</u> shall not
	be voted on or resolved at the shareholders'	be voted on or resolved at the shareholders'
	general meeting.	general meeting.

PROPOSED FURTHER AMENDMENTS TO THE A SHARE ARTICLES OF ASSOCIATION

		T
No.	Original Articles	Revised Articles
64.	Article 82 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 21 days prior to the convening of the annual general meeting and at least 15 days prior to the convening of the extraordinary general meeting.Unless otherwise provided in the laws,	Article 57 The convener of the shareholders' general meeting shall issue a written notice to all shareholders at least 21 days prior to the convening of the annual general meeting and at least 15 days prior to the convening of the extraordinary general meeting.Unless otherwise provided in the laws,
	regulations and the listing rules of the place where the shares of the Company are listed as well as these Articles of Association, the notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. The notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations. The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 21 days prior to the convening of the annual	regulations and the listing rules of the place where the shares of the Company are listed as well as these Articles of Association, the notice of the shareholders' general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. <u>Alternatively, the notice</u> of shareholders' general meeting can be published on the website of the Company or the websites designated by the Hong Kong <u>Stock Exchange in accordance with the</u> applicable laws, regulations and the listing rules of the place where the shares of the <u>Company are listed. If, subject to the</u>
	general meeting or 15 days prior to the convening of the extraordinary general meeting:	shall be issued to holders of overseas listed foreign shares, the said notice shall also be published in such manner as stipulated by the Hong Kong Listing Rules. As
	(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;	for holders of domestic shares, the notice of a shareholders' general meeting may also be disseminated through public announcement.
	(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;	The notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations. he notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 21 days prior to the convening of the annual general meeting or 15 days prior to the

meeting:

convening of the extraordinary general

No.	Original Articles	Revised Articles
	(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.	(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;
	The periods of "21 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.	(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;
		(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.
		The periods of "21 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.
65.	Article 83 The notice of a shareholders' general meeting shall:	Article 83 The notice of a shareholders' general meeting shall:
	(I) be made in writing;	(I) specify the time, venue and duration of the meeting;
	(II) specify the venue, date and time of the	<u>ine meeting</u> ,
	meeting;	(II) state the matters and proposals to be deliberated at the meeting;
	(III) state the matters and proposals to be	
	discussed at the meeting;	(III) contain a statement explicitly stating that all holders of ordinary shares
	(IV) specify the record date for	(including preferred shareholders with
	shareholders entitled to attend the	restored voting rights) are entitled to attend
	shareholders' general meeting;	the shareholders' general meeting in person
	(V) provide such information and explanation necessary for shareholders to	or by proxy and to vote on their behalf and that such proxies need not be a shareholder;
	exercise an informed judgment on the	(IV) specify the record date for
	proposals to be discussed and shall includes	shareholders entitled to attend the
	(but not limited to), where a proposal on	shareholders' general meeting;
	merger, repurchase of shares, restructuring of share capital or other restructuring is put	(V) specify the name and telephone number
	forward by the Company, the provision of	of the contact person of the meeting;
	the specific conditions and the contracts (if	
	any) of the transactions contemplated, and	
	the causes and consequences of such	
	proposals shall be properly explained;	

No.	Original Articles	Revised Articles
	(VI) disclose the nature and extent of the	(VI) specify the time and procedures for
	material interest, if any, of any director,	voting via the Internet or by other means;
	supervisor, general manager and other	
	senior management in the matters to be	(VII) contain other information required by
	considered; and provide an explanation of	laws, regulations and the regulatory rules of
	the differences, if any, between the way in	the place where the shares of the Company
	which the matter to be considered would	are listed and these Articles of Association.
	affect such director, supervisor, general	
	manager or other senior management as a	Notices and supplementary notices of
	Shareholder and the way in which such	shareholders' general meetings shall
	matter would affect other Shareholders of	adequately and completely disclose the
	the same class;	particulars of all proposals. Where the
		opinions of an independent non-executive
	(VII) contain the full text of any special	director are required on the matters to be
	resolution proposed to be passed at the	discussed, such opinions and reasons thereof
	meeting;	shall be provided when the notices or
		supplementary notices of shareholders'
	(VIII) contain a statement explicitly stating	general meetings are served.
	that a shareholder entitled to attend and	
	vote shall be entitled to appoint one or more	The commencement time for voting via the
	proxies to attend and vote on his/her behalf	Internet or by other means at the
	and that such proxies need not be a	shareholders' general meeting shall not
	shareholder;	precede 3:00 PM on the day immediately preceding the physical shareholders'
	(IX) specify the time and place for lodging	preceding the physical shareholders' general meeting, and shall not exceed 9:30
	proxy forms for voting at the meeting;	AM on the day of the physical shareholders'
	proxy forms for voting at the meeting,	general meeting. The termination time for
	(X) specify the name and telephone number	voting shall not occur prior to 3:00 PM on
	of the contact person of the meeting;	the same day as the conclusion of the
		physical shareholders' general meeting.
	(XI) specify the time and procedures for	
	voting via the Internet or by other means;	The duration between the record date and
		the meeting date shall not surpass 7
	(XII) other information required by laws,	business days. Once the record date is
	regulations and the regulatory rules of the	finalized, it may not be altered.
	place where the shares of the Company are	
	listed and these articles of association.	(I) be made in writing;
	Notices and supplementary notices of	(II) specify the venue, date and time of the
	shareholders' general meetings shall	meeting;
	adequately and completely disclose the	mooning,
	particulars of all proposals. Where the	(III) state the matters and proposals to be
	opinions of an independent non-executive	discussed at the meeting;
	director are required on the matters to be	arocassed at the meeting,
	discussed, such opinions and reasons thereof	(IV) specify the record date for shareholders
	shall be provided when the notices or	entitled to attend the shareholders' general
	supplementary notices of shareholders'	meeting;
	general meetings are served.	6,
	6	

The commencement time for voting via the	
e	(V) provide such information and explanation
Internet or by other means at the shareholders'	necessary for shareholders to exercise an
general meeting shall not precede 3:00 PM on	informed judgment on the proposals to be
the day immediately preceding the physical	discussed and shall includes (but not limited
shareholders' general meeting, and shall not	to), where a proposal on merger, repurchase of
exceed 9:30 AM on the day of the physical	shares, restructuring of share capital or other
shareholders' general meeting. The	restructuring is put forward by the Company,
termination time for voting shall not occur	the provision of the specific conditions and
prior to 3:00 PM on the same day as the	the contracts (if any) of the transactions
conclusion of the physical shareholders'	contemplated, and the causes and
general meeting.	consequences of such proposals shall be properly explained;
The duration between the record date and the	proporty explained,
meeting date shall not surpass 7 business days.	(VI) disclose the nature and extent of the
Once the record date is finalized, it may not be	material interest, if any, of any director,
altered.	supervisor, general manager and other senior
	management in the matters to be considered;
The accidental omission to give notice of a	and provide an explanation of the differences,
meeting to, or the failure to receive the	if any, between the way in which the matter to
notice of a meeting by, any person entitled	be considered would affect such director,
to receive such notice, shall not invalidate	supervisor, general manager or other senior
the meeting and the resolutions passed at	management as a Shareholder and the way in
the meeting.	which such matter would affect other
	Shareholders of the same class;
	(VII) contain the full text of any special
	resolution proposed to be passed at the
	meeting;
	(VIII) contain a statement explicitly stating
	that a shareholder entitled to attend and vote
	shall be entitled to appoint one or more
	proxies to attend and vote on his/her behalf
	and that such proxies need not be a
	shareholder;

No.	Original Articles	Revised Articles
		(IX) specify the time and place for lodging
		proxy forms for voting at the meeting;
		(X) specify the name and telephone number of
		the contact person of the meeting;
		(XI) other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these articles of association.
		The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting.
66.	Article 84 If the listing rules in the place	Article 84 If the listing rules in the place
	where the stocks of the Company are listed	where the stocks of the Company are listed
	require the Company to send, mail,	require the Company to send, mail, dispatch,
	dispatch, issue, publish or provide by other	issue, publish or provide by other means the
	means the relevant documents of the	relevant documents of the Company in both
	Company in both English and Chinese	English and Chinese versions, the Company
	versions, the Company may (if a	may (if a shareholder has so indicated) send
	shareholder has so indicated) send only	only English text or only Chinese text to
	English text or only Chinese text to relevant	relevant shareholders to the extent permitted
	shareholders to the extent permitted by the	by the applicable laws and regulations,
	applicable laws and regulations, provided	provided that the Company has made
	that the Company has made appropriate	appropriate arrangements to determine
	arrangements to determine whether its	whether its shareholders wish to receive only
	shareholders wish to receive only English	English text or only Chinese text.
	text or only Chinese text.	
		To be deleted, with article numbers to be
		adjusted accordingly
67.	Article 86 After the notice of the shareholders'	Article 60 After the notice of the shareholders'
	general meeting is issued, the meeting shall	general meeting is issued, the meeting shall
	not be postponed or cancelled and the	not be postponed or cancelled and the
	proposals set out in the notice shall not be	proposals set out in the notice shall not be
	cancelled without proper reasons. In the case	cancelled without proper reasons. In the case
	of any postponement or cancellation of the	of any postponement or cancellation of the
	meeting, the convener shall explain the	meeting, the convener shall explain the
	reasons at least two working days prior to the	reasons in writing at least two working days
	original scheduled date. If the Company	prior to the original scheduled date. If the
	changes the venue or time of a	Company changes the venue or time of a
	changes the venue of third of a	company enanges are venue of anne of a

No.	Original Articles	Revised Articles
68.	Article 88 All shareholders of the Company	Article 62 All holders of the Company's
08.		
	whose names appear in the register of	ordinary shares (including preferred
	shareholders as of the record of or their	shareholders with restored voting rights)
	proxies shall be entitled to attend the	whose names appear in the register of
	shareholders' general meeting and vote in	shareholders as of the record of or their
	accordance with the applicable laws,	proxies shall be entitled to attend the
	regulations and these articles of association.	shareholders' general meeting and vote in
		accordance with the applicable laws,
	Any shareholder may attend the shareholders'	regulations and these articles of association.
	general meeting in person or appoint one or	
	more persons (whether or not such persons are	Any shareholder may attend the shareholders'
	shareholders) as his/her proxies to attend and	general meeting in person or appoint one or
	vote on his/her behalf, and the proxies so	more persons (whether or not such persons are
	appointed may exercise the following rights	shareholders) as his/her proxies to attend,
	pursuant to the authorizations from such	speak and vote on his/her behalf and the
	shareholder:	proxies so appointed may exercise the
		following rights pursuant to the authorizations
	(I) the shareholder's rights to speak at the	from such shareholder:
	shareholders' general meeting;	
		(I) the shareholder's rights to speak at the
	(II) the rights to demand by himself/herself or	shareholders' general meeting;
	jointly with others in voting by way of poll;	
		(II) the rights to demand by himself/herself or
	(III) the rights to vote by show of hands or by	jointly with others in voting by way of poll;
	poll, except that if a shareholder has appointed	
	more than one proxy, such proxies may only	(III) the rights to vote by show of hands or by
	exercise their voting rights by poll.	poll, except that if a shareholder has appointed
		more than one proxy, such proxies may only
		exercise their voting rights by poll.

PROPOSED FURTHER AMENDMENTS TO THE A SHARE ARTICLES OF ASSOCIATION

No.	Original Articles	Revised Articles
69.	Article 89 The instrument appointing a	Article 89 The instrument appointing a proxy
	proxy must be in writing under the hand of	must be in writing under the hand of the
	the shareholder or submitted through other	shareholder or submitted through other
	designated electronic address recognized by	designated electronic address recognized by
	the board of directors, or by his/her	the board of directors, or by his/her attorney
	attorney duly authorized in writing or	duly authorized in writing or submitted
	submitted through the designated electronic	through the designated electronic address or
	address or other electronic means. For a	other electronic means. For a corporate
	corporate shareholder, the proxy must be	shareholder, the proxy must be affixed with
	affixed with the common seal or signed by	the common seal or signed by its attorney duly
	its attorney duly authorized in writing or	authorized in writing or submitted through the
	submitted through the designated electronic	designated electronic address or other
	address or other electronic means.	electronic means.
	If a shareholder is a Recognized Clearing	If a shareholder is a Recognized Clearing
	House or its agent of the place where the	House or its agent of the place where the
	shares of the Company are listed, he/she	shares of the Company are listed, he/she may
	may authorize one or more proxy(ies) as	authorize one or more proxy(ies) as he/she
	he/she thinks fit to act as his/her proxy(ies)	thinks fit to act as his/her proxy(ies) at any
	at any shareholders' general meeting or	shareholders' general meeting or class
	class meeting or creditors' meeting.	meeting or creditors' meeting. However, if
	However, if more than one proxy is	more than one proxy is appointed, the proxy
	appointed, the proxy form shall specify the	form shall specify the number and class of
	number and class of shares represented by	shares represented by each of such proxies
	each of such proxies under the	under the authorization. The proxy form shall
	authorization. The proxy form shall be	be signed by the personnel authorized by the
	signed by the personnel authorized by the	Recognized Clearing House. Such authorized
	Recognized Clearing House. Such	proxies are entitled to attend the meeting on
	authorized proxies are entitled to attend the	behalf of the Recognized Clearing House or
	meeting on behalf of the Recognized	their agent (without presentation of evidence
	Clearing House or their agent (without	of their shareholding, notarized authorization
	presentation of evidence of their	and/or further proof demonstrating the duly
	shareholding, notarized authorization	granting of the same) and exercise the rights
	and/or further proof demonstrating the	of the Recognized Clearing House or their
	duly granting of the same) and exercise the	agent, as if they were the individual
	rights of the Recognized Clearing House or	shareholders of the Company who are entitled
	their agent, as if they were the individual	to statutory rights equivalent to other
	shareholders of the Company who are	shareholders, including rights to speak and
	entitled to statutory rights equivalent to	vote.
	other shareholders, including rights to	
	speak and vote.	To be deleted, with article numbers to be
		adjusted accordingly

adjusted accordingly

No.	Original Articles	Revised Articles
70.	Article 91 The proxy form issued by a shareholder to appoint a proxy to attend any shareholders' general meeting shall contain the following:	Article 65 The proxy form issued by a shareholder to appoint a proxy to attend any shareholders' general meeting shall contain the following:
	(I) name of the proxy;	(I) name of the proxy;
	(II) the number of shares of the principal represented by the proxy;	(II) whether the proxy has voting rights;
	(III) whether the proxy has voting rights;	(III) indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of the general meeting;
	(IV) indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of the general meeting;	(IV) the date of signing of the instrument and term of validity;
	(V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;	(V) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed, or submitted through the designated electronic address or other electronic means;
	(VI) the date of signing of the instrument and term of validity;	(VI) any other circumstance as specified in laws, regulations or these Articles of Association.
	(VII) if more than one proxy is so appointed, the instrument of appointment shall specify the number of shares represented by each proxy so appointed;	Any proxy forms issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the
	(VIII) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed, or submitted through the designated electronic address or other electronic means.	proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that
	Any proxy forms issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.	in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.

No.	Original Articles	Revised Articles
71.	Article 92 The instrument appointing a	Article 66 The instrument appointing a voting
	voting proxy shall be placed at the domicile	proxy shall be placed at the domicile of the
	of the Company or at such other places as	Company or at such other places as specified
	specified in the notice of convening the	in the notice of convening the meeting 24
	meeting 24 hours prior to convening of the	hours prior to convening of the meeting at
	meeting at which the proxy is authorized to	which the proxy is authorized to vote or 24
	vote or 24 hours prior to the designated	hours prior to the designated time of voting.
	time of voting. Where the instrument	Where the instrument authorizing the proxy to
	authorizing the proxy to vote is signed by	vote is signed by another person authorized by
	another person authorized by the principal, the	the principal, the authorization letter or other
	authorization letter or other documents	documents authorizing the signatory shall be
	authorizing the signatory shall be notarized.	notarized. The notarized authorized letter or
	The notarized authorized letter or other	other authorized documents shall be placed
	authorized documents shall be placed together	together with the instrument appointing the
	with the instrument appointing the voting	voting proxy at the domicile of the Company
	proxy at the domicile of the Company or at	or at such other places as specified in the
	such other places as specified in the notice of	notice of convening the meeting.
	convening the meeting.	
		Where the principal is a legal person, its legal
	Where the principal is a legal person, its legal	representative or the person authorized by
	representative or the person authorized by	resolution of its board of directors or other
	resolution of its board of directors or other	decision-making body shall be entitled to
	decision-making body shall be entitled to	attend the shareholders' general meetings of
	attend the shareholders' general meetings of	the Company as the representative of such
	the Company as the representative of such	legal person.
	legal person.	
		Where the entrusting party is deceased or
	Where the entrusting party is deceased or	incapacitated to act or whose appointment or
	incapacitated to act or whose appointment	signed proxy form is withdrawn or the
	or signed proxy form is withdrawn or the	relevant shares have been transferred prior to
	relevant shares have been transferred prior	the voting, a vote given by a proxy in
	to the voting, a vote given by a proxy in	accordance with the terms of the proxy form
	accordance with the terms of the proxy	shall remain valid as long as the Company has
	form shall remain valid as long as the	not received a written notice of such matters
	Company has not received a written notice	before the commencement of the relevant
	of such matters before the commencement	meeting.
	of the relevant meeting.	0.
	or the relevant meeting.	

No.	Original Articles	Revised Articles
72.	Article 96 A shareholders' general meeting	Article 70 A shareholders' general meeting
	shall be presided over by the chairman of the	shall be presided over by the chairman of the
	board of directors. If the chairman is unable or	board of directors. If the chairman is unable or
	fails to discharge his/her duties, half or more	fails to discharge his/her duties, half or more
	of the directors shall designate a director to	of the directors shall designate a director to
	preside over the meeting. If no chairman of	preside over the meeting. If no chairman of the
	the meeting has been designated, the	meeting has been designated, the shareholders
	shareholders present shall elect one person	present shall elect one person to be the
	to be the chairman of the meeting. If for any	chairman of the meeting. If for any reason the
	reason the shareholders fail to elect a	shareholders fail to elect a chairman, then the
	chairman, then the shareholder (including	shareholder (including his proxy) present in
	his proxy) present in person or by proxy	person or by proxy who holds the largest
	who holds the largest number of shares	number of shares carrying the right to vote
	carrying the right to vote thereat shall be	thereat shall be the chairman of the meeting.
	the chairman of the meeting.	
		If a shareholders' general meeting is convened
	If a shareholders' general meeting is convened	by the supervisory committee, the chairman of
	by the supervisory committee, the chairman of	the supervisory committee shall preside over
	the supervisory committee shall preside over	the meeting. If the chairman of the
	the meeting. If the chairman of the	supervisory committee is unable or fails to
	supervisory committee is unable or fails to	discharge his/her duties, half or more of the
	discharge his/her duties, half or more of the	supervisors shall designate a supervisor to
	supervisors shall designate a supervisor to	preside over the meeting.
	preside over the meeting.	
		If a shareholders' general meeting is convened
	If a shareholders' general meeting is convened	by the shareholders themselves, the convener
	by the shareholders themselves, the convener	will nominate a representative to preside over
	will nominate a representative to preside over	the meeting.
	the meeting.	
		When a shareholders' general meeting is
	When a shareholders' general meeting is	convened, if the chairman of the meeting
	convened, if the chairman of the meeting	contravenes the Rules of Procedure, rendering
	contravenes the Rules of Procedure, rendering	the meeting impossible to proceed, with the
	the meeting impossible to proceed, with the	consent from more than half of the attending
	consent from more than half of the attending	shareholders with voting rights, one person
	shareholders with voting rights, one person	may be nominated at the shareholders' general
	may be nominated at the shareholders' general	meeting to serve as the chairman and the
	meeting to serve as the chairman and the	meeting may proceed.
L	meeting may proceed.	

No.	Original Articles	Revised Articles
No. 73.	Article 102 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the board of directors, conveners or their representatives attending the meeting, and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the signed attendance record of attending shareholders, proxy forms and valid information on other means of voting at the domicile of the Company, for a period of no less than 10 years.	Article 76 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretaries to the board of directors, conveners or their representatives attending the meeting, and the chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the signed attendance record of attending shareholders, proxy forms and valid information on other means of voting at the domicile of the Company, for a period of no less than 10 years.
74.	Shareholders may examine photocopies of the minutes of meetings during the office hours of the Company free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges. Article 105 Resolutions of the shareholders' general meeting	Shareholders may examine photocopies of the minutes of meetings during the office hours of the Company free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges. Article 79 Resolutions of the shareholders' general meeting
	 (I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association: (1) the work reports of the board of directors and the supervisory committee; 	 (I) The following matters shall be adopted by ordinary resolution in the shareholders' general meeting, unless otherwise provided by laws, regulations and these articles of association: (1) the work reports of the board of directors and the supervisory committee;
	 (2) the profit distribution plans and plans for making up losses drafted by the board of directors; (3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration; 	 (2) the profit distribution plans and plans for making up losses drafted by the board of directors; (3) the dismissal and remuneration of the members of the board of directors and the supervisory committee and the method of payment of the remuneration;

No.	Original Articles	Revised Articles
	(4) the annual budgets and final accounts, balance sheets, profit statements and other financial statements of the Company;	(4) <u>the annual budgets and final accounts</u> balance sheets, profit statements and other financial statements of the Company;
	(5) the annual report of the Company;	(5) the annual report of the Company;
	(6) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution.	(6) matters other than those that laws, regulations or these articles of association require to be adopted by special resolution.
	(II) The following matters shall be adopted by special resolution at the shareholders' general meeting:	(II) The following matters shall be adopted by special resolution at the shareholders' general meeting:
	(1) the increase or reduction of the registered capital and issuance of any class of shares, warrants and other similar securities by the Company;	(1) the increase or reduction of the registered eapital and issuance of any class of shares, warrants and other similar securities by the Company;
	(2) the amendment of these articles of association of the Company;	(2) the amendment of these articles of association of the Company;
	(3) the issuance of corporate bonds and the listing of securities of the Company;	(3) the issuance of corporate bonds and the listing of securities of the Company;
	(4) the merger, split-up, division, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;	(4) the merger, split-up, division, dissolution, liquidation (including voluntary winding up) or change in the corporate form of the Company;
	(5) the purchase or sale of material asset(s) or the provision of security by the Company within one year with the amount(s) exceeding	(1) the increase or reduction of the Company's registered capital;
	(6) equity incentive plans of the Company;	(2) the split-up, division, merger, dissolution, liquidation or change in the corporate form of the Company;
	(7) other matters which are stipulated by laws, regulations or these articles of association,	(3) the amendment of these Articles of Association;
	and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.	(4) the purchase or sale of material asset(s) or the provision of security by the Company within one year with the amount(s) exceeding 30% of the total assets of the Company;
		(5) equity incentive plans of the Company;
		(6) other matters which are stipulated by laws, regulations or these articles of association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at the shareholders' general meeting or which are required to be adopted by special resolution at the shareholders' general meeting.

Original Articles	Revised Articles
When the shareholders' general meeting	When the shareholders' general meeting
considers matters relating to a connected	considers matters relating to a connected
transaction, the connected shareholders	transaction, the connected shareholders shall
shall not participate in the vote, and the	not participate in the vote, and the number of
number of voting shares represented by	voting shares represented by them shall not be
them shall not be counted in the total	counted in the total number of valid voting
number of valid voting shares. The	shares. The resolution of the shareholders'
resolution of the shareholders' general	general meeting shall fully disclose the voting
meeting shall fully disclose the voting by the	by the unconnected shareholders.
unconnected shareholders.	
	Before the convening of a shareholders'
Before the convening of a shareholders'	general meeting to deliberate on connected
general meeting to deliberate on connected	transactions, the Company shall ascertain the
transactions, the Company shall ascertain	scope of connected shareholders in
the scope of connected shareholders in	accordance with pertinent laws, regulations,
accordance with pertinent laws,	and normative documents. Connected
regulations, and normative documents.	shareholders or their authorized
Connected shareholders or their authorized	representatives may attend the shareholders'
representatives may attend the	general meeting and explicate their opions
shareholders' general meeting and explicate	during the proceedings. However, they must
their opions during the proceedings.	recuse themselves from voting when the vote
However, they must recuse themselves from	is taken. A resolution on connected
voting when the vote is taken. A resolution	transactions shall be adopted by more than
on connected transactions shall be adopted	half of the voting shares held by unconnected
by more than half of the voting shares held	shareholders present at the shareholders'
by unconnected shareholders present at the	general meeting. However, if the connected
shareholders' general meeting. However, if	transaction involves matters that require
the connected transaction involves matters	approval by special resolution as stipulated in
that require approval by special resolution	these Articles of Association, it shall be
as stipulated in these Articles of	approved by not less than two-thirds of the
Association, it shall be approved by not less	voting rights held by the unconnected
than two-thirds of the voting rights held by	shareholders present at the shareholders'
the unconnected shareholders present at the	general meetings.
shareholders' general meetings.	

No.	Original Articles	Revised Articles
75.	Article 107 The Company shall ensure the	Article 107 The Company shall ensure the
	convenience for shareholders to attend	convenience for shareholders to attend
	shareholders' general meetings by whatever	shareholders' general meetings by whatever
	means, provided that the shareholders'	means, provided that the shareholders' general
	general meetings are held legally and	meetings are held legally and validly.
	validly.	
		To be deleted, with article numbers to be
		adjusted accordingly
76.		(newly added)
		Article 82 Except in cases where the
		Company is in a crisis or under special
		circumstances, without the prior approval
		of a shareholders' general meeting, the
		Company may not conclude any contract
		with any person other than a director, the
		general manager and other senior
		management of the Company whereby such
		person is designated to be in charge of the
		management of the whole or a substantial
77.	Article 108 Lists of nominations for the	part of the business of the Company. Article 83 Lists of nominations for the
//.	candidates for directors or supervisors shall be	candidates for directors or supervisors shall be
	put forward by way of proposal at the	put forward by way of proposal at the
	shareholders' general meetings for voting. The	shareholders' general meetings for voting. The
	method and procedure for nominating	method and procedure for nominating
	candidates for directors and supervisors are as	candidates for directors and supervisors are as
	follows:	follows:
	· · · · · · ·	
	(I) The incumbent board of directors,	(I) The incumbent board of directors,
	shareholders individually or in aggregate	shareholders individually or in aggregate
	continuously holding 3% or more of the shares	continuously holding 3% or more of the shares
	of the Company, may nominate candidates	of the Company, may nominate candidates
	(excluding independent non-executive	(excluding independent non-executive
	directors) for the next session of the board of	directors) for the next session of the board of
	directors or for filling the casual vacancies of	directors or for filling the casual vacancies of
	the board of directors without exceeding the	the board of directors without exceeding the
	number of persons to be elected. The	number of persons to be elected. The
	qualifications of the candidates shall be	qualifications of the candidates shall be
	reviewed by the incumbent board of directors.	reviewed by the incumbent board of directors.
	The qualified candidates for directors shall be	The qualified candidates for directors shall be
	proposed by the board of directors to a	proposed by the board of directors to a
	shareholders' general meeting for voting.	shareholders' general meeting for voting.

No.	Original Articles	Revised Articles
	(II) The incumbent supervisory committee,	(II) The incumbent supervisory committee,
	shareholders individually or in aggregate	shareholders individually or in aggregate
	continuously holding 3% or more of the shares	continuously holding 3% or more of the shares
	of the Company, may nominate candidates	of the Company, may nominate candidates
	who are not employee representatives for the	who are not employee representatives for the
	next session of the supervisory committee or	next session of the supervisory committee or
	for filling the casual vacancies of the	for filling the casual vacancies of the
	supervisory committee without exceeding the	supervisory committee without exceeding the
	number of persons to be elected. The	number of persons to be elected. The
	qualifications of the candidates shall be	qualifications of the candidates shall be
	reviewed by the incumbent supervisory	reviewed by the incumbent supervisory
	committee. The qualified candidates for	committee. The qualified candidates for
	supervisors shall be proposed to a	supervisors shall be proposed to a
	shareholders' general meeting by the	shareholders' general meeting by the
	supervisory committee for voting. Supervisors	supervisory committee for voting. Supervisors
	who are employee representatives shall be	who are employee representatives shall be
	elected through an employee representative	elected through an employee representative
	meeting and become a member of the	meeting and become a member of the
	supervisory committee directly.	supervisory committee directly.
	(III) The incompany heard of directors	(III) The incompany beauty of disasters
	(III) The incumbent board of directors, supervisory committee, shareholders	(III) The incumbent board of directors, supervisory committee, shareholders
	individually or in aggregate continuously	individually or in aggregate continuously
	holding 1% or more of the shares of the	holding 1% or more of the shares of the
	Company, may nominate candidates for	Company, may nominate candidates for
	independent non-executive directors to the	independent non-executive directors to the
	shareholders' general meeting. The	shareholders' general meeting. The
	qualifications of the candidates shall be	qualifications of the candidates shall be
	reviewed by the incumbent board of directors.	reviewed by the incumbent board of directors.
	The qualified candidates for independent non-	The qualified candidates for independent non-
	executive directors shall be proposed by the	executive directors shall be proposed by the
	board of directors to a shareholders' general	board of directors to a shareholders' general
	meeting for voting.	meeting for voting.
L		

No.	Original Articles	Revised Articles
	(IV) The above-mentioned proposals	(IV) The above-mentioned proposals
	submitted by the board of directors, the	submitted by the board of directors, the
	supervisory committee and shareholders with	supervisory committee and shareholders with
	the right to nominate to the convener of the	the right to nominate to the convener of the
	shareholders' general meeting shall include	shareholders' general meeting shall include
	relevant information such as the identity	relevant information such as the identity
	certificates, resumes and basic particulars of	certificates, resumes and basic particulars of
	the candidates for directors and supervisors.	the candidates for directors and supervisors.
	The board of directors shall disclose the	The board of directors shall disclose the
	details of the candidates for directors and	details of the candidates for directors and
	supervisors before the convening of the	supervisors before the convening of the
	shareholders' general meeting.	shareholders' general meeting.
	When the shareholders' general meeting votes	When the shareholders' general meeting votes
	on the election of directors or supervisors,	on the election of directors or supervisors,
	cumulative voting may be implemented in	cumulative voting may be implemented in
	accordance with the provisions of these	accordance with the provisions of these
	Articles of Association or resolutions of the	Articles of Association or resolutions of the
	shareholders' general meeting. Cumulative	shareholders' general meeting. Cumulative
	voting shall be adopted when a single	voting shall be adopted when a single
	shareholder and its concerted action party hold	shareholder and its concerted action party hold
	30% or more of the equity.	30% or more of the equity.
	Cumulative voting refers to the practice where	Cumulative voting refers to the practice where
	each share has voting rights equal to the	each share has voting rights equal to the
	number of directors or supervisors to be	number of directors or supervisors to be
	elected, and the voting rights held by	elected, and the voting rights held by
	shareholders can be aggregated. The election	shareholders can be aggregated. The election
		of directors and non-employee representative
	supervisors shall be determined in order based	supervisors shall be determined in order based
	on the number of votes received, but the	on the number of votes received, but the
	minimum number of votes received, but the	minimum number of votes for each elected
	person must exceed half of the total number of	person must exceed half of the total number of
	voting shares held by attending shareholders	voting shares held by attending shareholders
	(including their proxies).	(including their proxies).
	(mereaning their provides).	(merasing then promos).

No.	Original Articles In addition to cumulative voting, the shareholders' general meeting will vote on each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of proposal submission. Except for circumstances beyond control, such as force	Revised ArticlesIn addition to cumulative voting, the shareholders' general meeting will vote on each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of proposal submission. Except for
	shareholders' general meeting will vote on each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of proposal submission. Except for	shareholders' general meeting will vote on each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of
	each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of proposal submission. Except for	each proposal separately. If there are different proposals on the same matter, the voting will be conducted in the order of the time of
	different proposals on the same matter, the voting will be conducted in the order of the time of proposal submission. Except for	proposals on the same matter, the voting will be conducted in the order of the time of
	voting will be conducted in the order of the time of proposal submission. Except for	be conducted in the order of the time of
	time of proposal submission. Except for	
		proposal ellomicsion event for
	circumstances beyond control, such as force	
		eircumstances beyond control, such as force
	majeure, that may result in the suspension	majeure, that may result in the suspension or
	or inability to reach a resolution during the	inability to reach a resolution during the
	shareholders' general meeting, proposals	shareholders' general meeting, proposals will
	will not be shelved or left unvoted upon by	not be shelved or left unvoted upon by the
	the shareholders' general meeting.	shareholders' general meeting.
78.	Article 111 The resolutions submitted to the	Article 87 The resolutions submitted to the
	shareholders' general meeting of the	shareholders' general meeting of the
	Company shall be voted by open ballot.	Company shall be voted by open
	However, subject to the requirements of the	<u>ballot.</u> However, subject to the requirements of
	stock exchange in the place where the	the stock exchange in the place where the
	shares of the Company are listed, the	shares of the Company are listed, the chairman
	chairman of the meeting may, in accordance	of the meeting may, in accordance with the
	with the principle of good faith, allow	principle of good faith, allow resolutions
	resolutions purely related to procedural or	purely related to procedural or administrative
	administrative matters to be voted on by a	matters to be voted on by a show of hands.
	show of hands.	
79.	Article 112 Where a poll is demanded on the	Article 112 Where a poll is demanded on the
	matters relating to the election of chairman	matters relating to the election of chairman or
	or the adjournment of the meeting, a poll	the adjournment of the meeting, a poll shall be
	shall be taken forthwith. Where a poll is	taken forthwith. Where a poll is demanded on
	demanded on any other matter, it shall be	any other matter, it shall be taken at such time
	taken at such time as the chairman of the	as the chairman of the meeting may decide,
	meeting may decide, and the meeting may	and the meeting may proceed to discuss other
	proceed to discuss other matters, while the	matters, while the results of the poll shall still
	results of the poll shall still be regarded as	be regarded as a resolution passed at that
	a resolution passed at that meeting.	meeting.
	_	
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
80.	Article 113 When a poll is taken at a	Article 113 When a poll is taken at a meeting,
	meeting, a shareholder (including his/her	a shareholder (including his/her proxy)
	proxy) entitled to two or more votes need	entitled to two or more votes need not cast all
	not cast all his/her votes in the same way.	his/her votes in the same way.
		To be deleted, with article numbers to be
		adjusted accordingly
81.	Article 115 The shareholders' general meeting	Article 89 The shareholders' general meeting
	held on-site shall not end earlier than the	held on-site shall not end earlier than the
	shareholders' general meetings otherwise	shareholders' general meetings otherwise
	held. The chairman of shareholders' general	held. The chairman of shareholders' general
	meeting shall announce the outcome and	meeting shall announce the outcome and
	results of the vote on each proposal and	results of the vote on each proposal and
	announce whether each such proposal has	announce whether each such proposal has
	been passed based on the results of the votes.	been passed based on the results of the votes.
	The chairman of the meeting shall decide	The chairman of the meeting shall decide
	whether or not a resolution of the	whether or not a resolution of the
	shareholders' general meeting has passed.	shareholders' general meeting has passed. His
	His decision shall be final and shall be	decision shall be final and shall be announced
	announced at the meeting and recorded in	at the meeting and recorded in the minutes of
	the minutes of the meeting.	the meeting.
	Until the formal announcement of the voting	Until the formal announcement of the voting
	results, relevant parties, such as the	results, relevant parties, such as the
	companies, vote counters, scrutineers, major	companies, vote counters, scrutineers, major
	shareholders and Internet service provider,	shareholders and Internet service provider,
	involved in the voting in person, via the	involved in the voting in person, via the
	Internet or in other ways at the shareholders'	Internet or in other ways at the shareholders'
	general meeting shall bear an obligation of	general meeting shall bear an obligation of
	confidentiality in respect of the voting.	confidentiality in respect of the voting.
	confidentiality in respect of the voting.	confidentiality in respect of the voting.

No.	Original Articles	Revised Articles
82.	Article 117 If the chairman of the meeting has	Article 91 If the chairman of the meeting has
	any doubts concerning the result of the vote on	any doubts concerning the result of the vote on
	any resolution, he/she may organize a recount	any resolution, he/she may organize a recount
	of the number of votes cast. If the chairman of	of the number of votes cast. If the chairman of
	the meeting does not conduct a recount of the	the meeting does not conduct a recount of the
	votes and an attending shareholder or proxy	votes and an attending shareholder or proxy
	challenges the result of a vote announced by	challenges the result of a vote announced by
	the chairman of the meeting, he/she has the	the chairman of the meeting, he/she has the
	right to demand a vote recount immediately	right to demand a vote recount immediately
	following the announcement of the result, in	following the announcement of the result, in
	which case the chairman of the meeting shall	which case the chairman of the meeting shall
	promptly organize a recount of the votes. If a	promptly organize a recount of the votes. If a
	vote recount is conducted at a shareholders'	vote recount is conducted at a shareholders'
	general meeting, the result thereof shall be	general meeting, the result thereof shall be
	recorded in the minutes of the meeting.	recorded in the minutes of the meeting.
83.	Article 120 Where a proposal on the election	Article 94 Where a proposal on the election of
	of directors or supervisors is passed at the	directors or supervisors is passed at the
	shareholders' general meeting, the term of	shareholders' general meeting, the term of
	office of a new director or supervisor shall	office of a new director or supervisor shall
	commence on the date on which the relevant	commence on the date on which the relevant
	resolution is approved by the meeting.	resolution is approved by the meeting.
	However, in the case of a regular election of	However, in the case of a regular election of
	directors or supervisors, if the term of office	directors or supervisors, if the term of office
	of the former directors or supervisors expires	of the former directors or supervisors expires
	later than the date on which the resolution of	later than the date on which the resolution of
	the shareholders' general meeting is passed,	the shareholders' general meeting is passed,
	the term of office of a new director or	the term of office of a new director or
	supervisor shall commence on the date	supervisor shall commence on the date
	immediately after the expiration of the term of	immediately after the expiration of the term of
	office of the former directors or supervisors.	office of the former directors or supervisors.

No.	Original Articles	Revised Articles
84.	SECTION 7 SPECIAL VOTING	SECTION 7 SPECIAL VOTING
	PROCEDURES FOR CLASS	PROCEDURES FOR CLASS
	SHAREHOLDERS	SHAREHOLDERS
	Article 122 Shareholders holding different	Article 122 Shareholders holding different
	classes of shares shall be class shareholders.	classes of shares shall be class shareholders.
	Class shareholders shall be entitled to the	Class shareholders shall be entitled to the
	rights and assume obligations pursuant to	rights and assume obligations pursuant to the
	the provisions of laws, regulations and these	provisions of laws, regulations and these
	articles of association.	articles of association.
		To be deleted, with article numbers to be
		adjusted accordingly
85.	Article 123 Any variation or abrogation of	Article 123 Any variation or abrogation of the
	the rights of any class shareholders	rights of any class shareholders proposed by
	proposed by the Company may only come	the Company may only come into effect upon
	into effect upon the approval by a special	the approval by a special resolution at a
	resolution at a shareholders' general	shareholders' general meeting and approval by
	meeting and approval by the affected	the affected classes of shareholders at separate
	classes of shareholders at separate meetings	meetings convened in accordance with articles
	convened in accordance with articles 125 to	125 to 129 of these articles of association.
	129 of these articles of association. Where	Where the holder of domestic shares of the
	the holder of domestic shares of the	Company transfers all or part of the shares
	Company transfers all or part of the shares	held by him/her to an overseas investor and
	held by him/her to an overseas investor and	list them on the overseas stock exchange for
	list them on the overseas stock exchange for	trading, or converts all or part of his/her
	trading, or converts all or part of his/her	domestic unlisted shares into overseas-listed
	domestic unlisted shares into overseas-	foreign shares and list them on the overseas
	listed foreign shares and list them on the	stock exchange for trading, it shall not be
	overseas stock exchange for trading, it shall	eonsidered as a proposed change or
	not be considered as a proposed change or	abolishment of the rights of class shareholders
	abolishment of the rights of class	by the Company.
	shareholders by the Company.	
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
86.	Article 124 The following circumstances	Article 124 The following circumstances shall
	shall be deemed to be a variation or	be deemed to be a variation or abrogation of
	abrogation of the rights of a certain class	the rights of a certain class shareholder:
	shareholder:	
		(I) an increase or reduction in the number of
	(I) an increase or reduction in the number	shares of such class, or an increase or
	of shares of such class, or an increase or	reduction in the number of shares of a class
	reduction in the number of shares of a class	having voting rights, distribution rights or
	having voting rights, distribution rights or	other privileges equal or superior to the shares
	other privileges equal or superior to the	of such class;
	shares of such class;	
		(II) a conversion of all or part of the shares of
	(II) a conversion of all or part of the shares	such class into those of another class, or vice
	of such class into those of another class, or	versa, or a grant of such conversion rights;
	vice versa, or a grant of such conversion	
	rights;	(III) the removal or reduction of rights to
		accrued dividends or rights to cumulative
	(III) the removal or reduction of rights to	dividends attached to the shares of such class;
	accrued dividends or rights to cumulative	
	dividends attached to the shares of such	(IV) the reduction or removal of a dividend
	class;	preference or a priority to the distribution of
		property during liquidation attached to shares
	(IV) the reduction or removal of a dividend	of such class;
	preference or a priority to the distribution	
	of property during liquidation attached to	(V) the addition, removal or reduction of
	shares of such class;	conversion rights, options, voting rights, right
		of transfer, pre-emptive rights or rights to
	(V) the addition, removal or reduction of	obtain securities of the Company attached to
	conversion rights, options, voting rights,	shares of such class;
	right of transfer, pre-emptive rights or	(VI) the removal or reduction of rights
	rights to obtain securities of the Company	(VI) the removal or reduction of rights attached to shares of such class to receive
	attached to shares of such class;	
	(VI) the removal or reduction of vights	payments payable by the Company in a
	(VI) the removal or reduction of rights attached to shares of such class to receive	particular currency;
	payments payable by the Company in a	
	particular currency;	

No.	Original Articles	Revised Articles
	(VII) the creation of a new class of shares	(VII) the creation of a new class of shares
	having voting rights, distribution rights or	having voting rights, distribution rights or
	other privileges equal or superior to those	other privileges equal or superior to those of
	of the shares of such class;	the shares of such class;
	(VIII) the restriction on the transfer or ownership of the shares of such class or any addition to such restriction;	(VIII) the restriction on the transfer or ownership of the shares of such class or any addition to such restriction;
	(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;	(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;
	(X) the increase of the rights and privileges of shares of another class;	(X) the increase of the rights and privileges of shares of another class;
	(XI) the restructuring of the Company	(XI) the restructuring of the Company where
	where the proposed restructuring will	the proposed restructuring will result in
	result in different classes of shareholders	different classes of shareholders bearing a
	bearing a disproportionate degree of liability;	disproportionate degree of liability;
	• *	(XII) the variation or abrogation of the
	(XII) the variation or abrogation of the	provisions of these articles of association.
	provisions of these articles of association.	
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
87.	Article 125 Shareholders of the affected	Article 125 Shareholders of the affected class,
	class, whether or not having the right to	whether or not having the right to vote at the
	vote at the shareholders' general meetings,	shareholders' general meetings, shall
	shall nevertheless have the right to vote at	nevertheless have the right to vote at class
	class meetings in respect of matters	meetings in respect of matters concerning
	concerning paragraphs (II) to (VIII), (XI)	paragraphs (II) to (VIII), (XI) and (XII) of
	and (XII) of article 118 of these articles of	article 118 of these articles of association, but
	association, but interested shareholder(s)	interested shareholder(s) shall not be entitled
	shall not be entitled to vote at class	to vote at class meetings.
	meetings.	
		The "interested shareholder(s)" referred to in
	The "interested shareholder(s)" referred to	the preceding paragraph have the following
	in the preceding paragraph have the	meanings:
	following meanings:	
		(I) In the case of a repurchase of its own
	(I) In the case of a repurchase of its own	shares by the Company by making offers to all
	shares by the Company by making offers to	shareholders on a same pro rata basis or
	all shareholders on a same pro rata basis or	through public dealing on the Hong Kong
	through public dealing on the Hong Kong	Stock Exchange in accordance with article 27
	Stock Exchange in accordance with article	of these articles of association, "interested
	27 of these articles of association,	shareholder" shall refer to the controlling
	"interested shareholder" shall refer to the	shareholder as defined in article 58 of these
	controlling shareholder as defined in article	articles of association;
	58 of these articles of association;	
		(II) In the case of a repurchase of its own
	(II) In the case of a repurchase of its own	shares by the Company through an off-market
	shares by the Company through an off-	agreement outside the Hong Kong Stock
	market agreement outside the Hong Kong	Exchange in accordance with article 27 of
	Stock Exchange in accordance with article	these articles of association, "interested
	27 of these articles of association,	shareholder" shall refer to the shareholder to
	"interested shareholder" shall refer to the	which the proposed agreement relates to;
	shareholder to which the proposed	
	agreement relates to;	(III) In the case of a restructuring of the
		Company, "interested shareholder" shall refer
	(III) In the case of a restructuring of the	to a shareholder within a class who bears
	Company, "interested shareholder" shall	liabilities in a proportion less than the burden
	refer to a shareholder within a class who	imposed on other shareholders of that class or
	bears liabilities in a proportion less than the	who has interests different from those held by
	burden imposed on other shareholders of	other shareholders of the same class.
	that class or who has interests different	
	from those held by other shareholders of	To be deleted, with article numbers to be
	the same class.	adjusted accordingly

No.	Original Articles	Revised Articles
88.	Article 126 A resolution of a class meeting	Article 126 A resolution of a class meeting
	shall only be passed in accordance with	shall only be passed in accordance with
	Article 125 of these Articles of Association	Article 125 of these Articles of Association by
	by the votes of shareholders present at the	the votes of shareholders present at the class
	class meeting who represent not less than	meeting who represent not less than two-thirds
	two-thirds of the voting rights.	of the voting rights.
		To be deleted, with article numbers to be
		adjusted accordingly
89.	Article 127 In the event that the Company	Article 127 In the event that the Company
	convenes a class meeting, a written notice	convenes a class meeting, a written notice
	shall be issued to shareholders whose names	shall be issued to shareholders whose names
	appear on the register of shareholders of	appear on the register of shareholders of such
	such class 15 days before the extraordinary	elass 15 days before the extraordinary general
	general meeting, specifying the matters to	meeting, specifying the matters to be
	be considered and the date and venue of the	considered and the date and venue of the
	meeting. Shareholders who intend to attend	meeting. Shareholders who intend to attend
	the meeting shall serve the written reply to	the meeting shall serve the written reply to the
	the Company prior to the date of the	Company prior to the date of the meeting.
	meeting.	
		To be deleted, with article numbers to be
		adjusted accordingly
90.	Article 128 Notice of a class meeting shall	Article 128 Notice of a class meeting shall
	only be delivered to the shareholders who	only be delivered to the shareholders who are
	are entitled to vote in such class meeting.	entitled to vote in such class meeting.
	The procedures pursuant to which a class	The procedures pursuant to which a class
	meeting is held shall, to the extent possible,	meeting is held shall, to the extent possible, be
	be identical to the procedures according to	identical to the procedures according to which
	which a shareholders' general meeting is held. Provisions of these articles of	a shareholders' general meeting is held. Provisions of these articles of association in
	association in relation to the procedures for convening the shareholders' general	relation to the procedures for convening the shareholders' general meeting shall be
	meeting shall be applicable to class	applicable to class meetings.
	meeting shall be applicable to class	appricable to class meetings.
	meenings,	To be deleted, with article numbers to be
		adjusted accordingly
		aujusteu accorunigiy

No.	Original Articles	Revised Articles
91.	Article 129 In addition to the holders of	Article 129 In addition to the holders of other
	other class shares, holders of domestic	class shares, holders of domestic shares and
	shares and overseas listed foreign shares	overseas listed foreign shares are deemed to
	are deemed to be shareholders of different	be shareholders of different classes.
	classes.	
		The special procedures for approval by class
	The special procedures for approval by	shareholders shall not apply to the following
	class shareholders shall not apply to the	eireumstances:
	following circumstances:	
	0	(I) where the Company issues, upon approval
	(I) where the Company issues, upon	by a special resolution of its shareholders in
	approval by a special resolution of its	the shareholders' general meeting, domestic
	shareholders in the shareholders' general	shares and overseas listed foreign shares once
	meeting, domestic shares and overseas	every 12 months, either separately or
	listed foreign shares once every 12 months,	concurrently, and the respective numbers of
	either separately or concurrently, and the	domestic shares and overseas listed foreign
	respective numbers of domestic shares and	shares proposed to be issued do not exceed
	overseas listed foreign shares proposed to	20% of the respective numbers of the issued
	be issued do not exceed 20% of the	domestic shares and overseas listed foreign
	respective numbers of the issued domestic	shares;
	shares and overseas listed foreign shares;	
		(II) where the Company completes, within 15
	(II) where the Company completes, within	months from the date on which approval is
	15 months from the date on which approval	given by the securities regulatory authorities
	is given by the securities regulatory	under the State Council, its plan (made at the
	authorities under the State Council, its plan	time of its establishment) to issue domestic
	(made at the time of its establishment) to	shares and overseas listed foreign shares;
	issue domestic shares and overseas listed	
	foreign shares;	(III) where, with the approval of the securities
		regulatory authorities under the State Council,
	(III) where, with the approval of the	the holders of domestic shares of the Company
	securities regulatory authorities under the	transfer the shares held by them to overseas
	State Council, the holders of domestic	investors and list them in the overseas stock
	shares of the Company transfer the shares	exchanges, or convert all or part of their
	held by them to overseas investors and list	domestic unlisted shares into overseas-listed
	them in the overseas stock exchanges, or	foreign shares and list them on the overseas
	convert all or part of their domestic	stock exchanges for trading.
	unlisted shares into overseas-listed foreign	
	shares and list them on the overseas stock	To be deleted, with article numbers to be
	exchanges for trading.	adjusted accordingly

No.	Original Articles	Revised Articles
92.	CHAPTER 5 BOARD OF DIRECTORS	CHAPTER 5 BOARD OF DIRECTORS
	SECTION 1 DIRECTORS	SECTION 1 DIRECTORS
	The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).	Article 96 The directors of the Company shall be individuals, and they shall be disqualified from serving as directors if any of the following circumstances apply:
		(I) a person who has no or restricted capacity for civil conduct;
		(II) a person who has committed an offense of corruption, bribery, infringement of property, misappropriation of property or disruption of the socialism economic order and has been punished because of committing such offense where less than five years have lapsed following the completion of the implementation of the punishment; or who has been deprived of his/her political rights for committing an offense where less than five years have lapsed following such deprivation;
		(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have lapsed following the date of the completion of the insolvency and liquidation of such company or enterprise;

No.	Original Articles	Revised Articles
		(IV) a person who is a former legal
		representative of a company or enterprise
		which had its business license revoked or
		had been ordered to close down due to
		violation of the laws and has incurred
		personal liability, where less than three
		years have lapsed since the date of the
		revocation of such business license;
		(V) a person who has a relatively large
		amount of debt due and outstanding;
		(VI) a person subject to an ongoing
		prohibition from entering the securities
		market imposed by the CSRC;
		(VII) they are discussified under other
		(VII) they are disqualified under other provisions stipulated by laws,
		provisions stipulated by laws, administrative regulations or departmental
		regulations.
		If a director is elected or appointed in
		violation of this Article, such election,
		appointment or engagement shall be
		invalid. If a director falls into any of the
		aforementioned situations during his/her
		tenure, his/her directorship shall be
		terminated.
		<u></u>

No.	Original Articles	Revised Articles
93.	Article 130 Directors shall be elected or	Article 97 Directors shall be elected or
	replaced by shareholders' general meetings	replaced by shareholders' general meetings
	and shall have a term of three years,	and may have their office terminated by the
	renewable upon expiry if re-elected.	shareholders' general meeting prior to the
		expiration of their term. Directors shall have
	Shareholders may remove any director before	a term of three years, renewable upon expiry if
	the expiry of his/her term of office by ordinary	re-elected.
	resolution (without prejudice to any claim in	
	accordance with any contract) at the	The written notification of nomination of a
	shareholders' general meetings subject to the	candidate for director and a written consent of
	compliance with applicable laws,	the candidate shall be served to the Company
	administrative regulations and listing rules of	seven days prior to the date of the
	the place where the shares of the Company are	shareholders' general meeting (the
	listed.	notification period shall begin from no earlier
		than the next day following the dispatch of the
	A director's term of office shall commence	notice of the shareholders' general meeting
	from the date when he/she takes office and end	and end no later than 7 days prior to the date
	upon expiry of the term of the current session	of the shareholders' general meeting). The
	of the board of directors. The existing director	Company shall allow at least 7 days (from the
	shall continue to perform the duties of a	next day following the dispatch of the notice
	director in accordance with laws, regulations	of the shareholders' general meetings) for
	and these articles of association after the	submission of such documents by the
	expiry of his/her term if no re-election is held	nominator and the director candidate.
	in time. The term of office of a person	
	appointed as a director by the board of	
	directors to fill a casual vacancy or as an	
	additional member of the board of directors	
	shall terminate when the next shareholders'	
	annual general meeting is held, and such	
	person shall be eligible for re-election.	

No.	Original Articles	Revised Articles
	The general manager and senior management	Shareholders may remove any director before
	members may concurrently serve as directors,	the expiry of his/her term of office by ordinary
	provided that the total number of directors	resolution (without prejudice to any claim in
	who concurrently serve as the general	accordance with any contract) at the
	manager and senior management members	shareholders' general meetings subject to the
	shall not be more than half of the total number	compliance with applicable laws and
	of directors of the Company. Directors are not	administrative regulations.
	required to hold shares of the Company.	
		A director's term of office shall commence
	The Company does not appoint directors to	from the date when he/she takes office and end
	represent its employees.	upon expiry of the term of the current session
		of the board of directors. The existing director
		shall continue to perform the duties of a
		director in accordance with laws, regulations
		and these articles of association after the
		expiry of his/her term if no re-election is held
		in time. The term of office of a person
		appointed as a director by the board of
		directors to fill a casual vacancy or as an
		additional member of the board of directors
		shall terminate when the <u>next</u> <u>first</u>
		shareholders' annual general meeting of the
		Company following his/her appointment is
		held, and such person shall be eligible for
		re-election.
		The general manager and senior management
		members may concurrently serve as directors,
		provided that the total number of directors
		who concurrently serve as the general
		manager and senior management members
		shall not be more than half of the total number
		of directors of the Company.
		Directors are not required to hold shares of the
		Company.
	1	Compa ny.

No.	Original Articles	Revised Articles
94.	The article numbers shall be adjusted accordingly with the changes of stylistic layout (if any).	Article 98 Directors have a fiduciary duty to the Company and shall faithfully fulfill the following obligations in accordance with applicable laws, administrative regulations, and these Articles of Association:
		(I) not to abuse their authority of office to accept bribes or other illegal income and not to misappropriate the properties of the <u>Company.</u>
		(II) not to misappropriate funds of the Company;
		(III) not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company;
		(IV) not to lend the funds of the Company to others without the consent of the shareholders' general meeting or the board of directors in violation of these articles of association and not to use the properties of the Company as security for a shareholder of the Company or other individual(s);
		(V) not to enter into any contracts or conduct any transactions with the Company that violate these Articles of Association or occur without the approval of the shareholders' general meeting;
		(VI) not to abuse their power to garner business opportunities that rightfully belong to the Company for themselves or others, either by operating similar businesses as the Company or conducting such businesses on behalf of others, without the consent of the shareholders' general meeting;
		(VII) not to retain personal commissions from transactions with the Company;
		(VIII) not to disclose any confidential information of the Company without authorization;

No.	Original Articles	Revised Articles
	~	(IX) not to exploit their affiliated
		relationships to harm the interests of the
		Company;
		(X) fulfilling other fiduciary obligations as
		stipulated by applicable laws,
		administrative regulations, departmental
		rules, and these Articles of Association.
		Any proceeds received by directors in
		breach of this Article shall be claimed by
		the Company, and they shall be held liable
		for compensating the Company for any
		losses incurred.
95.	Article 133 Directors may request to resign	Article 101 Directors may request to resign
	prior to the expiry of their term of office. The	prior to the expiry of their term of office. The
	resigning director shall submit a written	resigning director shall submit a written
	resignation to the board of directors. The	resignation to the board of directors. The
	board of directors shall disclose the pertinent	board of directors shall disclose the pertinent
	information within two days. Subject to the	information within two days. Subject to the
	laws, regulations and regulatory rules of the	laws, regulations and regulatory rules of the
	place where the shares of the Company are	place where the shares of the Company are
	listed, if the board of directors appoints a	listed, if the board of directors appoints a new
	new director to fill the casual vacancy or as	director to fill the casual vacancy or as an
	an addition to the board of the directors,	addition to the board of the directors, the term
	the term of office of such director shall	of office of such director shall terminate at the
	terminate at the first general meeting after	first general meeting after his/her
	his/her appointment, and the director shall	appointment, and the director shall be eligible
	be eligible for re-election thereat. All	for re-election thereat. All directors to be
	directors to be appointed to fill casual	appointed to fill casual vacancies shall be
	vacancies shall be subject to shareholder	subject to shareholder election at the first
	election at the first general meeting after	general meeting after appointment.
	appointment.	
	**	If any director resigns such that the
	If any director resigns such that the	membership of the board of directors falls
	membership of the board of directors falls	short of the number of directors required, such
	short of the number of directors required, such	director shall continue to fulfill his/her duties
	director shall continue to fulfill his/her duties	as director pursuant to laws, regulations and
	as director pursuant to laws, regulations and	these articles of association until a new
	these articles of association until a new	director is elected.
	director is elected.	
		Save as provided in the preceding paragraph,
	Save as provided in the preceding paragraph,	the resignation of a director shall be effective
	the resignation of a director shall be effective	when his/her resignation is served to the board
	when his/her resignation is served to the board	of directors.
	5	

No.	Original Articles	Revised Articles
96.	Article 141 The board of directors shall perform the following responsibilities:	Article 109 The board of directors shall perform the following responsibilities:
	(I) to convene shareholders' general meetings for the board of directors to propose matters for approval and to present their work reports at such meetings;	(I) to convene shareholders' general meetings for the board of directors to propose matters for approval and and to present their work reports at such meetings;
	(II) to implement the resolutions of shareholders' general meetings;	(II) to implement the resolutions of shareholders' general meetings;
	(III) to change the scope of business or the name of the Company;	(III) to change the scope of business or the name of the Company;
	(IV) to decide on the business and investment plans of the Company;	(III) to decide on the business and investment plans of the Company;
	(V) to prepare the annual financial budgets and final accounts of the Company;	(IV) to prepare the annual financial budgets and final accounts of the Company;
	(VI) to formulate the profit distribution plans and loss recovery plans of the Company;	(V) to formulate the profit distribution plans and loss recovery plans of the Company;
	(VII) to propose the increase or reduction of the registered capital of the Company;(VIII) to propose the issuance of corporate bonds and listing of securities of the	(VI) to propose the increase or reduction of the registered capital of the Company, issuance of corporate bonds or other securities, and listing of the Company;
	Company; (IX) to formulate the plans for major	(VIII) to propose the issuance of corporate bonds and listing of securities
	acquisitions, acquisition of the Company shares, merger, division, dissolution, liquidation or change in corporate form of the Company; (X) to determine matters pertaining to the	(VII) to formulate the plans for major acquisitions, acquisition of the Company shares, merger, division, dissolution, liquidation or change in corporate form of the Company;
	Company's external investments, purchase and sale of assets, mortgages, external guarantee, entrustment of financial services, connected transactions and external donations within the scope of authorization by the shareholders' general meeting.	(VIII) to determine matters pertaining to the Company's external investments, purchase and sale of assets, mortgages, external guarantee, entrustment of financial services, connected transactions and external donations within the scope of authorization by the shareholders' general meeting.
		(IX) to determine the establishment of the internal management structure and the establishment of branches of the Company;
		(X) to determine the appointment and dismissal of the general manager, secretary to the board of directors and other senior management of the Company as well as the appointment and dismissal of the deputy general manager, chief financial officer and other senior management as proposed by the general manager; and to determine their remuneration, rewards and punishments;

No.	Original Articles	Revised Articles
	(XI) to determine the establishment of the internal management structure and the establishment of branches of the Company;	(XI) to formulate the general management systems of the Company;
	(XII) to determine the appointment and dismissal of the general manager, secretary to	(XIV) to formulate the remuneration and incentive systems of the Company;
	the board of directors and other senior management of the Company as well as the appointment and dismissal of the deputy	(XII) to propose amendments to these articles of association;
	general manager, chief financial officer and other senior management as proposed by the general manager; and to determine their remuneration, rewards and punishments;	(XIII) to oversee the management of the Company's information disclosure obligations;
	(XIII) to formulate the general management systems of the Company;	(XIV) to propose to shareholders' general meetings for the appointment or replacement of the accounting firm that provides audit service to the Company;
	(XIV) to formulate the remuneration and incentive systems of the Company;	(XV) to review the work reports of the general manager of the Company and inspect his/her
	(XV) to propose amendments to these articles of association;	work; (XVI) to determine the provision of guarantee
	(XVI) to oversee the management of the Company's information disclosure obligations;	for third parties not required to be considered by shareholders' general meeting;
	(XVII) to propose to shareholders' general meetings for the appointment or replacement of the accounting firm that provides audit service to the Company;	(XVII) to consider and approve the connected transactions required to be considered and approved by the board of directors in accordance with the laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and these
	(XVIII) to determine the provision of guarantee for third parties not required to be	Articles of Association;
	considered by shareholders' general meeting;(XIX) to determine the establishment of the	(XVIII) other duties conferred by these articles of association or the shareholders' general meeting;
	subsidiaries and branches of the Company, and the reorganization of such subsidiaries;	(XIX) to determine the establishment of the subsidiaries and branches of the Company,
	(XX) to review the work reports of the general manager of the Company and inspect his/her work;	and the reorganization of such subsidiaries; (XIX) other matters as required in the laws,
	(XXI) to consider and approve the connected transactions required to be considered and approved by the board of directors in accordance with the laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and these Articles of Association;	regulations and the listing rules of the stock exchange on which the shares of the Company are listed.

No.	Original Articles	Revised Articles
110.	(XXII) other duties conferred by these articles	The aforesaid matters proposed by the
	of association or the shareholders' general	board of directors shall be approved by a
	meeting;	simple majority of the directors, except
	incounty,	sub-paragraphs (VII), (VIII), (IX) and (XV)
	(XXIII) other matters as required in the laws,	which shall be approved by more than
	regulations and the listing rules of the stock	two-thirds of the directors.
	exchange on which the shares of the Company	
	are listed.	The board of directors shall establish four
		committees, including the audit committee,
	The aforesaid matters proposed by the	strategy development committee, nomination
	board of directors shall be approved by a	committee, and remuneration and evaluation
	simple majority of the directors, except	committee. The committees shall be
	sub-paragraphs (VII), (VIII), (IX) and (XV)	accountable to the board of directors and
	which shall be approved by more than	perform their duties in accordance with these
	two-thirds of the directors.	articles of association and the authorization of
		the board of directors. The proposals of the
	The board of directors shall establish four	committees shall be submitted to the board of
	committees, including the audit committee,	directors for approval. All members of the
	strategy development committee, nomination	committees shall be directors. Independent
	committee, and remuneration and evaluation	non-executive directors shall be the majority
	committee. The committees shall be	in the audit committee, nomination
	accountable to the board of directors and	committee, and remuneration and evaluation
	perform their duties in accordance with these	committee, and shall act as conveners. The
	articles of association and the authorization of	convener of the audit committee shall be an
	the board of directors. The proposals of the	accounting professional. The board of
	committees shall be submitted to the board of	directors is responsible for formulating the
	directors for approval. All members of the	rules of the committees to regulate their
	committees shall be directors. Independent	operation.
	non-executive directors shall be the majority	
	in the audit committee, nomination	Matters beyond the scope of authorization
	committee, and remuneration and evaluation	given by the shareholders' general meetings
	committee, and shall act as conveners. The	shall be submitted to the shareholders' general
	convener of the audit committee shall be an	meetings for consideration.
	accounting professional. The board of	
	directors is responsible for formulating the	
	rules of the committees to regulate their	
	operation.	
	Matters beyond the scope of authorization	
	given by the shareholders' general meetings	
	shall be submitted to the shareholders' general	
	meetings for consideration.	

N		
No.	Original Articles Article 142 The board of directors shall not	Revised Articles Article 142 The board of directors shall not
97.		
	dispose or agree to dispose fixed assets	dispose or agree to dispose fixed assets
	without prior approval of the shareholders'	without prior approval of the shareholders'
	general meetings if the estimated value of	general meetings if the estimated value of
	fixed assets proposed for disposal by the	fixed assets proposed for disposal by the board
	board of directors, when aggregated with	of directors, when aggregated with value of
	value of fixed assets disposed of within four	fixed assets disposed of within four months
	months before the proposed disposal,	before the proposed disposal, exceeds 33% of
	exceeds 33% of the fixed assets of the	the fixed assets of the Company as set out in
	Company as set out in the latest balance	the latest balance sheet presented at the
	sheet presented at the shareholders' general	shareholders' general meeting.
	meeting.	
		The "disposal of fixed assets" referred to in
	The "disposal of fixed assets" referred to in	this article refer to the transfer of interests in
	this article refer to the transfer of interests	assets, but not including the provision of
	in assets, but not including the provision of	guarantees with fixed assets.
	guarantees with fixed assets. The validity of	
	transactions regarding the disposal of fixed	The validity of transactions regarding the
	assets by the Company shall not be affected	disposal of fixed assets by the Company shall
	due to the violation of the first paragraph of	not be affected due to the violation of the first
	this article.	paragraph of this article.
		To be deleted, with article numbers to be
		adjusted accordingly
98.	Article 152 Meetings of the board of	Article 119 Meetings of the board of directors
	directors include regular meetings and	include regular meetings and extraordinary
	extraordinary meetings. The board of	meetings. The board of directors shall hold at
	directors shall hold at least four regular	least four regular meetings each year on a
	meetings each year on a quarterly basis. An	quarterly basis. An extraordinary board
	extraordinary board meeting may be	meeting may be requested by shareholders
	requested by shareholders holding more	holding more than one tenth of the total
	than one tenth of the total number of shares	number of shares carrying voting rights, more
	carrying voting rights, more than one third	than one third of the directors, more than a
	of the directors, more than a half of the	half of the independent non-executive
	independent non-executive directors, the	directors, the general manager, or the board of
	general manager, or the board of	supervisors. The chairman of the board of
	supervisors. The chairman of the board of	directors shall convene and chair the board
	directors shall convene and chair the board	meeting within ten days after receiving such
	meeting within ten days after receiving such	request.
	request.	· ·
	A	

No.	Original Articles	Revised Articles
99.		(newly added)
		Article 120 An extraordinary board
		meeting may be requested by shareholders
		holding more than one tenth of the total
		number of shares carrying voting rights,
		more than one third of the directors or the
		board of supervisors. The chairman of the
		board of directors shall convene and chair
		the board meeting within ten days after
		receiving such request.
100.	Article 153 A written notice of board meetings	Article 121 A written notice of board meetings
	shall be served 14 days before the date of a	shall be served 14 days before the date of a
	regular meeting and five days before the date	regular meeting and five days before the date
	of an extraordinary meeting. The notice of a	of an extraordinary meeting.
	board meeting shall specify:	
		The aforesaid notice period may be
	(I) the date and venue of the meeting;	exempted at the discretion of the board of
		directors. Any director and supervisor
	(II) the duration of the meeting;	present and who does not raise any
	(III) the manual for helding the mosting and	objection to the absence of notice before or
	(III) the reasons for holding the meeting and	at the beginning of the meeting shall be
	the matters to be discussed;	deemed to have been served the notice of
	(IV) the data of notice.	the meeting.
	(IV) the date of notice;	Article 122 The notice of a board meeting
	(V) the name, telephone number or other	Article 122 The notice of a board meeting shall specify:
	contact information of the contact person.	shan specify.
	contact information of the contact person.	(I) the date and venue of the meeting;
		(1) the date and venue of the meeting,
		(II) the duration of the meeting;
		(ii) the duration of the meeting,
		(III) the reasons for holding the meeting and
		the matters to be discussed;
		the matters to be discussed,
		(IV) the date of notice;
		(V) the name, telephone number or other
		· · ·
		contact information of the contact person.

No.	Original Articles	Revised Articles
101.	Article 154 The aforesaid notice period may	Article 154 The aforesaid notice period may
	be exempted at the discretion of the board	be exempted at the discretion of the board of
	of directors. Any director and supervisor	directors. Any director and supervisor present
	present and who does not raise any	and who does not raise any objection to the
	objection to the absence of notice before or	absence of notice before or at the beginning of
	at the beginning of the meeting shall be	the meeting shall be deemed to have been
	deemed to have been served the notice of	served the notice of the meeting.
	the meeting.	g.
		To be deleted, with article numbers to be
		adjusted accordingly
102.	Article 155 The quorum of a meeting of the	Article 123 The quorum of a meeting of the
	board of directors shall consist of more than	board of directors shall consist of more than
	one half of all directors. A resolution of the	one half of all directors. A resolution of the
	board of directors shall be passed by more	board of directors shall be passed by more
	than half of all directors.	than half of all directors.
	When voting on the resolutions of the board of	When voting on the resolutions of the board of
	directors, each director shall have one vote.	directors, each director shall have one vote.
	When the numbers of votes for and against	When the numbers of votes for and against are
	are equal, the chairman of the board of	equal, the chairman of the board of directors is
	directors is entitled to a casting vote.	entitled to a casting vote.
103.		(newly added)
		Article 124 In the event that a director has
		a related-party relationship with the
		enterprise involved in a matter to be
		resolved by the board of directors or its
		meetings, that director shall neither
		exercise his/her voting rights over the
		resolution nor act as a proxy for other
		directors. The quorum of such board
		meeting shall consist of more than one half
		of all unconnected directors. A resolution of
		the board of directors shall be adopted by
		more than half of all unconnected directors.
		If the number of directors without related-
		party relationships attending the board
		meeting is fewer than three, the matter shall
		be submitted to the shareholders' general
		meeting for deliberation.

No.	Original Articles	Revised Articles
104.	Article 156 Meetings of the board of directors	Article 125 Meetings of the board of directors
	may be held onsite, in the form of written	may be held onsite, in the form of written
	resolutions or other means agreed by all	resolutions or other means agreed by all
	directors. If a board meeting is to be held	directors. If a board meeting is to be held
	onsite, telephone, video or other means can be	onsite, telephone, video or other means can be
	used to facilitate the participation of directors.	used to facilitate the participation of directors.
	Directors participating in the meeting by any	Directors participating in the meeting by the
	of the aforesaid means shall be deemed as	aforesaid telephone, video or other means
	attending the meeting.	shall be deemed as attending the meeting.
	If a major shareholder (for the purpose of this	If a major shareholder (for the purpose of this
	section only, major shareholders refer to	section only, major shareholders refer to
	shareholders who individually or jointly hold	shareholders who individually or jointly hold
	more than 10% of total voting shares of the	more than 10% of total voting shares of the
	Company) or a director has significant interest	Company) or a director has significant interest
	in the matter to be considered which is	in the matter to be considered which is
	considered material by the board of directors,	considered material by the board of directors,
	the matter shall be dealt with by a physical	the matter shall be dealt with by a physical
	board meeting rather than by written	board meeting rather than by written
	resolution. Independent non-executive	resolution. Independent non-executive
	directors who, and whose close associates (as	directors who, and whose close associates (as
	defined in the Hong Kong Stock Exchange	defined in the Hong Kong Stock Exchange
	Listing Rules), have no material interest in the	Listing Rules), have no material interest in the
	transaction should be present at that board	transaction should be present at that board
	meeting.	meeting.
	In the event that a director has a related-	In the event that a director has a related-party
	party relationship with the enterprise	relationship with the enterprise involved in a
	involved in a matter to be resolved by the	matter to be resolved by the board of directors
	board of directors or its meetings, that	or its meetings, that director shall neither
	director shall neither exercise his/her voting	exercise his/her voting rights over the
	rights over the resolution nor act as a proxy	resolution nor act as a proxy for other
	for other directors. The quorum of such	directors. The quorum of such board meeting
	board meeting shall consist of more than	shall consist of more than one half of all
	one half of all unconnected directors. A	unconnected directors. A resolution of the
	resolution of the board of directors shall be	board of directors shall be adopted by more
	adopted by more than half of all	than half of all unconnected directors. If the
	unconnected directors. If the number of	number of directors without related-party
	directors without related-party	relationships attending the board meeting is
	relationships attending the board meeting is	fewer than three, the matter shall be submitted
	fewer than three, the matter shall be	to the shareholders' general meeting for
	submitted to the shareholders' general	deliberation.
	meeting for deliberation.	

No.	Original Articles	Revised Articles
105.	Article 161 The directors shall be	Article 161 The directors shall be responsible
	responsible for the resolutions of the board	for the resolutions of the board of directors. If
	of directors. If a resolution of the board of	a resolution of the board of directors is in
	directors is in violation of any laws,	violation of any laws, administrative
	administrative regulations, these articles of	regulations, these articles of association or
	association or resolutions of shareholders'	resolutions of shareholders' general meetings,
	general meetings, resulting in material	resulting in material losses for the Company,
	losses for the Company, the directors who	the directors who participate in the voting of
	participate in the voting of such resolution	such resolution shall be liable to the Company
	shall be liable to the Company for damages.	for damages. However, if a director is proved
	However, if a director is proved to have	to have expressed his/her objection to such
	expressed his/her objection to such	resolution, and the objection has been
	resolution, and the objection has been	recorded in the minutes of the meeting, such
	recorded in the minutes of the meeting,	director shall be released from such liability.
	such director shall be released from such	
	liability.	To be deleted, with article numbers to be
		adjusted accordingly
106.	Article 166 The general manager shall be	Article 134 The general manager shall be
	accountable to the board of directors and shall	accountable to the board of directors and shall
	have the following responsibilities:	have the following responsibilities:
	(I) to manage the production and operation of	(I) to manage the production and operation of
	the Company, to implement the resolutions of	the Company, to implement the resolutions of
	the board of directors, and to report to the	the board of directors, and to report to the
	board of directors;	board of directors;
	(II) to determine the energy's business along	(II) to determine the energy business along
	(II) to determine the annual business plan,	(II) to determine the annual business plan,
	investment plan, financial budget and final	investment plan, financial budget and final
	accounts of the Company for approval by the	accounts of the Company for approval by the
	board of directors, and to implement the	board of directors, and to implement the
	annual business plan, investment plan and	annual business plan, investment plan and
	financial budget of the Company;	financial budget of the Company;
	(III) to convene and preside over the general	(III) to convene and preside over the general
	manager's office meetings;	manager's office meetings;
	manager 5 onnee meetings,	manager s office meetings,
	(IV) to determine the internal management	(IV) to determine the internal management
	organization of the Company;	organization of the Company;
	organization of the Company,	organization of the Company,
	(V) to determine the general management	(V) to determine the general management
	system of the Company;	system of the Company;
	system of the company,	system of the company,

No.	Original Articles	Revised Articles
	(VI) to determine the rules and regulations of	(VI) to determine the rules and regulations of
	the Company;	the Company;
	(VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors;	(VII) to propose the appointment and dismissal of members of senior management of the Company by the board of directors;
	(VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors;	(VIII) to decide on the appointment and dismissal of officers other than those required to be appointed and dismissed by the board of directors;
	(IX) to propose to convene extraordinary meetings of the board of directors;	(IX) to propose to convene extraordinary meetings of the board of directors;
	(X) other responsibilities conferred by these articles of association or the board of directors.	(X) other responsibilities conferred by these articles of association or the board of directors.
	The general manager may attend the meetings of the board of directors, but has no voting rights at the meetings if he/she is not a director of the Company.	The general manager may attend the meetings of the board of directors , but has no voting rights at the meetings if he/she is not a director of the Company.
107.	Article 170 The general manager shall	Article 170 The general manager shall report
	report the execution and implementation of	the execution and implementation of material
	material contracts of the Company,	contracts of the Company, application of funds
	application of funds and unforeseeable	and unforeseeable major events of the
	major events of the Company upon the	Company upon the request of the board of
	request of the board of directors. The	directors. The general manager shall ensure
	general manager shall ensure that such	that such reports are true and accurate.
	reports are true and accurate.	
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
108.	Article 173 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.	Article 140 A director or other members of the senior management of the Company may also act as the secretary to the board of directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the board of directors.
	Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall	Where the office of the secretary to the board of directors of the Company is held concurrently by a director and an act is required to be done by a director and the secretary to the board of directors of the Company separately, such person who holds the office of director and secretary to the board of directors of the Company shall not
109.	not perform the act in such dual capacity. CHAPTER 7 SUPERVISORY COMMITTEE	perform the act in such dual capacity. CHAPTER 7 SUPERVISORY COMMITTEE
	SECTION 1 SUPERVISORS Article 176 Directors, the general manager and senior management members shall not serve concurrently as supervisors.	SECTION 1 SUPERVISORS Article 143 <u>The provisions of these Articles</u> of Association pertaining to the disqualification of individuals from serving as directors shall equally apply to <u>supervisors</u> . Directors, the general manager and senior management members shall not serve concurrently as supervisors.
110.	SECTION 2 SUPERVISORY COMMITTEE Article 184 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.	SECTION 2 SUPERVISORY COMMITTEE Article 151 The Company shall have a supervisory committee, which shall consist of three supervisors, including two shareholder representatives elected by a shareholder's general meeting and one employee representative elected by the employees of the Company.
	The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by not less than two-thirds of the members of the supervisory committee.	The supervisory committee shall have a chairman. The appointment and dismissal of the chairman shall be approved by not less than two-third shalf of the members of the supervisory committee.
	The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.	The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. If the chairman is unable or fails to perform his/her duties, a supervisor selected by not less than one half of the supervisors shall convene and preside over the meeting.

No.	Original Articles	Revised Articles
111.	Article 185 The supervisory committee shall be accountable and report to the shareholders'	Article 152 The supervisory committee shall be accountable and report to the shareholders'
	general meeting, and shall perform the following responsibilities:	general meeting, and shall perform the following responsibilities:
	(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;	(I) reviewing the regular reports of the Company prepared by the board of directors and submit its written opinions thereon;
	(II) examining the financial matters of the Company;	(II) examining the financial matters of the Company;
	(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;	(III) supervising the performance of the directors and senior management and proposing the removal of directors or senior management who violate the laws, regulations or these articles of association or resolutions of shareholders' general meeting;
	(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;	(IV) demanding remedial action of a director or senior management member if the act of such director or senior management member is detrimental to the interest of the Company;
	(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;	(V) proposing the holding of extraordinary general meetings and, in the event that the board of directors fails to convene and preside over a general meeting in accordance with the Company Law, to convene and preside over such a meeting;
	(VI) proposing motions to shareholders' general meetings;	(VI) proposing motions to shareholders' general meetings;
	(VII) suing directors or senior management members in accordance with the Company Law;	(VII) suing directors or senior management members in accordance with the Company Law;

No.	Original Articles	Revised Articles
	(VIII) examining the financial reports,	(VIII) examining the financial reports,
	business reports, profit distribution plans	business reports, profit distribution plans and
	and other financial information submitted	other financial information submitted to
	to shareholders' general meetings by the	shareholders' general meetings by the board of
	board of directors and, if in doubt,	directors and, if in doubt, engaging certified
	engaging certified accountants or auditors	accountants or auditors to review such
	to review such information on behalf of the	information on behalf of the Company;
	Company;	
	(IX) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;	(VIII) conducting an investigation and, if necessary, engaging professional organizations, such as accounting firms and law firms at the cost of the Company, to assist if irregularities in the operation of the Company is found;
	(X) performing other duties in accordance with the laws, regulations and these articles of association.	(IX) performing other duties in accordance with the laws, regulations and these articles of association.
112.	Article 187 The written notice of the regular meetings and extraordinary meetings of the supervisory committee shall be delivered to all supervisors 10 and 5 days before the meetings, respectively. The notice shall specify: the date, venue and duration of the meeting, reasons for holding the meeting and matters to be discussed, date of notice, and the name, telephone number, or other information of the contact person.	Article 154 The written notice of the regular meetings and extraordinary meetings of the supervisory committee shall be delivered to all supervisors 10 and 5 days before the meetings, respectively. The notice shall specify: the date, venue and duration of the meeting, reasons for holding the meeting and matters to be discussed, date of notice, and the name, telephone number, or other information of the contact person.
		The notice shall specify:
		(I) the date, venue and duration of the meeting;
		(II) reasons for holding the meeting and matters to be discussed;
		(III) date of notice.
113.	Article 189 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.	Article 156 Each supervisor shall have one vote for each resolution of the supervisory committee meeting.
	Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds of the supervisors.	Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least two-thirds half of the supervisors.

No.	Original Articles	Revised Articles
114.	CHAPTER 8 QUALIFICATIONS AND	CHAPTER 8 QUALIFICATIONS AND
	RESPONSIBILITIES OF DIRECTORS,	RESPONSIBILITIES OF DIRECTORS,
	SUPERVISORS AND SENIOR	SUPERVISORS AND SENIOR
	MANAGEMENT	MANAGEMENT
	Article 195 A person may not serve as a	Article 195 A person may not serve as a
	director, supervisor, general manager or	director, supervisor, general manager or senior
	senior management of the Company in any	management of the Company in any of the
	of the following circumstances:	following circumstances:
	(I) a person who has no or restricted	(I) a person who has no or restricted capacity
	capacity for civil conduct;	for civil conduct;
	cupacity for civil conduct,	
	(II) a person who has committed an offense	(II) a person who has committed an offense of
	of corruption, bribery, infringement of	corruption, bribery, infringement of property,
	property, misappropriation of property or	misappropriation of property or disruption of
	disruption of the socialism economic order	the socialism economic order and has been
	-	
	and has been punished because of	punished because of committing such offense
	committing such offense where less than	where less than five years have lapsed
	five years have lapsed following the	following the completion of the
	completion of the implementation of the	implementation of the punishment; or who has
	punishment; or who has been deprived of	been deprived of his/her political rights for
	his/her political rights for committing an	committing an offense where less than five
	offense where less than five years have	years have lapsed following such deprivation;
	lapsed following such deprivation;	
		(III) a person who is a former director, factory
	(III) a person who is a former director,	manager or manager of a company or
	factory manager or manager of a company	enterprise which has entered into insolvent
	or enterprise which has entered into	liquidation and is personally liable for the
	insolvent liquidation and is personally	insolvency of such company or enterprise,
	liable for the insolvency of such company or	where less than three years have lapsed
	enterprise, where less than three years have	following the date of the completion of the
	lapsed following the date of the completion	insolvency and liquidation of such company or
	of the insolvency and liquidation of such	enterprise;
		enterprise,
	company or enterprise;	(IV) a naroon who is a famous 1 1
		(IV) a person who is a former legal
	(IV) a person who is a former legal	representative of a company or enterprise
	representative of a company or enterprise	which had its business license revoked or had
	which had its business license revoked or	been ordered to close down due to violation of
	had been ordered to close down due to	the laws and has incurred personal liability,
	violation of the laws and has incurred	where less than three years have lapsed since
	personal liability, where less than three	the date of the revocation of such business
	years have lapsed since the date of the	license;
	revocation of such business license;	

No.	Original Articles	Revised Articles
	(V) a person who has a relatively large amount of debt due and outstanding;	(V) a person who has a relatively large amount of debt due and outstanding;
	(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;	(VI) a person who is currently being prohibited from participating in the securities market by the China Securities Regulatory Commission and such barring period has not elapsed;
	(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;	(VII) a person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law, where such investigation or prosecution has not yet concluded;
	(VIII) a non-natural person;	(VIII) a non-natural person;
	(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;	(IX) a person convicted of the contravention of provisions of the relevant securities regulations by the relevant government authority, where such conviction involves fraudulent or dishonest acts, and less than five years have lapsed since the date of the conviction;
	(X) other circumstances specified by laws and regulations.	(X) other circumstances specified by laws and regulations.
	If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position.	If a director, supervisor, general manager or senior management is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. Any director, supervisor, general manager or senior management who is in violation of this article during his/her tenure of office shall be removed from his/her position.
		To be deleted, with article numbers to be adjusted accordingly
115.	Article 196 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.	Article 196 The validity of an act of a director, general manager or senior management on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her appointment, election or qualifications.
		To be deleted, with article numbers to be adjusted accordingly

Article 197 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the functions and powers granted to him/her by	Article 197 In addition to the obligations imposed by the laws, regulations or the listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in
listing rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the	rules of the stock exchanges on which the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in
the shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the	shares of the Company are listed, each of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in
of the directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the	directors, supervisors, general manager and senior management of the Company shall owe each shareholder the following obligations in
manager and senior management of the Company shall owe each shareholder the following obligations in the exercise of the	senior management of the Company shall owe each shareholder the following obligations in
Company shall owe each shareholder the following obligations in the exercise of the	each shareholder the following obligations in
Company shall owe each shareholder the following obligations in the exercise of the	each shareholder the following obligations in
0 0	
0 0	the exercise of the functions and powers
	granted to him/her by the Company:
the Company:	
	(I) not to cause the Company to exceed the
(I) not to cause the Company to exceed the	scope of the business stipulated in its business
	licence;
<i>,</i>	(II) to act honestly in the best interests of the
(II) to act honestly in the best interests of	Company;
-	I w J)
i i i i	(III) not to expropriate in any guise any
(III) not to expropriate in any guise any	property of the Company, including (but not
	limited to) any opportunities that are
	advantageous to the Company;
	r J,
r ()	(IV) not to deprive shareholders of their
(IV) not to deprive shareholders of their	individual rights or interests, including (but
	not limited to) distribution rights and voting
	rights, unless pursuant to a restructuring of the
_	Company submitted to the shareholders'
	general meeting for approval in accordance
	with these articles of association.
0	
	To be deleted, with article numbers to be
	adjusted accordingly
Article 198 Directors, supervisors, general	Article 198 Directors, supervisors, general
manager and senior management of the	manager and senior management of the
	Company are obliged, in the exercise of their
their rights or discharge of their	rights or discharge of their obligations, to
8	perform their acts with care, diligence and
	skill that a reasonably prudent person would
	exercise in similar circumstances.
circumstances.	
	To be deleted, with article numbers to be
	adjusted accordingly
	restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these articles of association. Article 198 Directors, supervisors, general manager and senior management of the Company are obliged, in the exercise of their rights or discharge of their obligations, to perform their acts with care, diligence and skill that a reasonably prudent person would exercise in similar

No.	Original Articles	Revised Articles
118.	Article 199 Each of the directors,	
118.	supervisors, general manager and senior management of the Company shall carry	Article 199 Each of the directors, supervisors, general manager and senior management of the Company shall carry out his/her duties in
	out his/her duties in accordance with the principles of fiduciary duty and shall not	accordance with the principles of fiduciary duty and shall not put himself/herself in a
	put himself/herself in a position that may give rise to conflict of interest. This	position that may give rise to conflict of interest. This principle includes (but not
	principle includes (but not limited to) the following obligations:	limited to) the following obligations:
	(I) to act honestly in the best interests of the Company;	(I) to act honestly in the best interests of the Company;
	(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;	(II) to exercise his/her powers within the scope of his/her functions and powers and not to act beyond such powers;
	(III) to exercise the discretion vested in him/her personally and not to allow	(III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of
	himself/herself to act under the control of another person and, unless and to the extent	another person and, unless and to the extent permitted by the laws, regulations or with the
	permitted by the laws, regulations or with the informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;	informed consent of the shareholders' general meeting, not to delegate the exercise of his/her discretion to others;
	(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;	(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
	(V) unless otherwise stipulated by these	(V) unless otherwise stipulated by these articles of association or with the informed
	articles of association or with the informed consent of the shareholders' general	consent of the shareholders' general meeting, not to enter into any contract, transaction or
	meeting, not to enter into any contract, transaction or arrangement with the Company;	arrangement with the Company; (VI) without the informed consent of the
	(VI) without the informed consent of the shareholders' general meeting, not to use	shareholders' general meeting, not to use any property of the Company for his/her own benefit by any means;
	any property of the Company for his/her own benefit by any means;	(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate
	(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate any property of the Company	any property of the Company by any means, including (but not limited to) opportunities advantageous to the Company;
	by any means, including (but not limited to) opportunities advantageous to the	(VIII) without the informed consent of the
	Company;	shareholders' general meeting, not to accept commissions in connection with the
	(VIII) without the informed consent of the shareholders' general meeting, not to accept commissions in connection with the	transactions of the Company;
	transactions of the Company;	

Original ArticlesIX) to abide by these articles of association, perform his/her duties Gaithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests;(X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form;(XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of the assets or funds of the Company, not to	Revised Articles(IX) to abide by these articles of association, perform his/her duties faithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests;(X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form;(XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of the
Association, perform his/her duties caithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	 perform his/her duties faithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
Caithfully, protect the interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	 interests of the Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
Company, and not to exploit his/her position and power in the Company to advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	 his/her position and power in the Company to advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
position and power in the Company to advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	 advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
Advance his/her own personal interests; (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	 (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
 (X) without the informed consent of the shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of 	 shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	 shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
shareholders' general meeting, not to compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own
compete with the Company in any form; (XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	(XI) not to misappropriate funds of the Company, not to open accounts in his/her own
(XI) not to misappropriate funds of the Company, not to open accounts in his/her own name or other names for the deposit of	Company, not to open accounts in his/her own
Company, not to open accounts in his/her own name or other names for the deposit of	Company, not to open accounts in his/her own
Company, not to open accounts in his/her own name or other names for the deposit of	
own name or other names for the deposit of	name or other names for the deposit of the
-	-
he assets or funds of the Company not to	assets or funds of the Company, not to lend the
	funds of the Company to others without the
end the funds of the Company to others	consent of the shareholders' general meeting
without the consent of the shareholders'	or the board of directors in violation of these
general meeting or the board of directors in	articles of association and not to use the
violation of these articles of association and	properties of the Company as security for a
not to use the properties of the Company as	shareholder of the Company or other
security for a shareholder of the Company	individual(s);
or other individual(s);	
	(XII) without the informed consent of the
XII) without the informed consent of the	shareholders' general meeting, not to disclose
shareholders' general meeting, not to	any confidential information relating to the
lisclose any confidential information	Company acquired during his/her tenure of
relating to the Company acquired during	office and not to use such information other
nis/her tenure of office and not to use such	than in furtherance of the interests of the
nformation other than in furtherance of	Company, save that disclosure of such
the interests of the Company, save that	information to the court or other governmental
	authorities is permitted if it is:
	1
-	1. provided by the laws;
	1 <i>2</i> ·····,
I. provided by the laws;	2. required in the public interest;
) required in the public interacts	2 required in the interests of such director
2. required in the public interest;	3. required in the interests of such director,
	supervisor, general manager or senior
-	management.
nanagement.	Any gain arising from the breach of this
	article by the personnel mentioned in this
	article shall belong to the Company. Such
	personnel shall be liable for compensation for
article shall belong to the Company Such	any loss of the Company arising therefrom.
personnel shall be liable for compensation	To be deleted, with article numbers to be
	is as acreacy with allere humbers to be
	nformation other than in furtherance of he interests of the Company, save that lisclosure of such information to the court r other governmental authorities is hermitted if it is: . provided by the laws; . required in the public interest; . required in the interests of such director, upervisor, general manager or senior management. Any gain arising from the breach of this rticle by the personnel mentioned in this rticle shall belong to the Company. Such hersonnel shall be liable for compensation

No.	Original Articles	Revised Articles
119.	Article 200 Each director, supervisor,	Article 200 Each director, supervisor, general
	general manager or senior management of	manager or senior management of the
	the Company shall not cause the following	Company shall not cause the following
	persons or institutions (the "related	persons or institutions (the "related persons")
	persons") to do what such director,	to do what such director, supervisor, general
	supervisor, general manager or senior	manager or senior management is prohibited
	management is prohibited from doing:	from doing:
	(I) the spouse or minor children of such	(I) the spouse or minor children of such
	director, supervisor, general manager or	director, supervisor, general manager or senior
	senior management of the Company;	management of the Company;
	(II) a trustee of such director, supervisor,	(II) a trustee of such director, supervisor,
	general manager or senior management of	general manager or senior management of the
	the Company or any person referred to in	Company or any person referred to in sub-
	sub-paragraph (I);	paragraph (I);
	(III) a partner of such director, supervisor,	(III) a partner of such director, supervisor,
	general manager or senior management of	general manager or senior management of the
	the Company or any person referred to in	Company or any person referred to in sub-
	sub-paragraph (I) and (II) above;	paragraph (I) and (II) above;
	(IV) a company in which such director,	(IV) a company in which such director,
	supervisor, general manager or senior	supervisor, general manager or senior
	management, individually, or jointly with	management, individually, or jointly with any
	any persons referred to in sub-paragraph	persons referred to in sub-paragraph (I), (II)
	(I), (II) and (III) above or other directors,	and (III) above or other directors, supervisors,
	supervisors, general manager and senior	general manager and senior management, have
	management, have de facto control; and	de facto control; and
	(V) the directors, supervisors, general	(V) the directors, supervisors, general
	manager and senior management of a	manager and senior management of a
	company being controlled as referred to in	eompany being controlled as referred to in
	sub-paragraph (IV).	sub-paragraph (IV).
	sus-paragraph (11).	suo-paragraph (1 v).
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
120.	Article 201 The fiduciary duties of the	Article 201 The fiduciary duties of the
	directors, supervisors, general manager and	directors, supervisors, general manager and
	senior management of the Company do not	senior management of the Company do not
	necessarily cease upon termination of their	necessarily cease upon termination of their
	respective terms of office. Their	respective terms of office. Their
	confidentiality obligations in relation to the	confidentiality obligations in relation to the
	trade secrets of the Company shall survive	trade secrets of the Company shall survive the
	the termination of their terms of office.	termination of their terms of office. Other
	Other obligations may continue for such	obligations may continue for such period as
	period as fairness may require depending	fairness may require depending on the time
	on the time lapse between the occurrence of the event concerned and the termination of	lapse between the occurrence of the event concerned and the termination of their terms
	their terms of office, and the circumstances	of office, and the circumstances and
	and conditions under which their	conditions under which their relationships
	relationships with the Company are	with the Company are terminated.
	terminated.	r J I I I I I I I I I I I I I I I I I I
		To be deleted, with article numbers to be
		adjusted accordingly
121.	Article 202 Save for the circumstances	Article 202 Save for the circumstances
	prescribed in article 57 of these articles of	prescribed in article 57 of these articles of
	association, a director, supervisor, general	association, a director, supervisor, general
	manager and senior management of the	manager and senior management of the
	Company may be relieved of liability for a	Company may be relieved of liability for a
	specific breach of his/her duty with the informed consent of the shareholders'	specific breach of his/her duty with the
	general meeting.	informed consent of the shareholders' general meeting.
	general meeting.	incernig.
		To be deleted, with article numbers to be
		adjusted accordingly
122.	Article 203 Where a director, supervisor,	Article 203 Where a director, supervisor,
	general manager, or senior management of	general manager, or senior management of the
	the Company is in any way, directly or	Company is in any way, directly or indirectly,
	indirectly, materially interested in an	materially interested in an executed or
	executed or proposed contract, transaction	proposed contract, transaction or arrangement
	or arrangement with the Company (other	with the Company (other than the service
	than the service contract of such director,	contract of such director, supervisor, general
	supervisor, general manager or senior	manager or senior management with the
	management with the Company), he/she	Company), he/she shall declare the nature and
	shall declare the nature and extent of	extent of his/her interests to the board of
	his/her interests to the board of directors at	directors at the earliest opportunity, regardless
	the earliest opportunity, regardless of	of whether or not such matters are generally
	whether or not such matters are generally	subject to the approval of the board of
		directors.
	subject to the approval of the board of	
	directors.	

PROPOSED FURTHER AMENDMENTS TO THE A SHARE ARTICLES OF ASSOCIATION

No.	Original Articles	Revised Articles
	Save for the exceptions as provided in the	Save for the exceptions as provided in the
	Hong Kong Listing Rules or as permitted by	Hong Kong Listing Rules or as permitted by
	the Hong Kong Stock Exchange, a director	the Hong Kong Stock Exchange, a director
	shall abstain from voting on any board	shall abstain from voting on any board
	resolution approving any contract or	resolution approving any contract or
	arrangement or any other proposal in	arrangement or any other proposal in which
	which he/she or any of his/her close	he/she or any of his/her close associates (as
	associates (as defined in the Hong Kong	defined in the Hong Kong Listing Rules) has a
	Listing Rules) has a material interest and	material interest and shall not be counted in
	shall not be counted in the quorum present	the quorum present at the board meeting.
	at the board meeting.	
		Unless the interested director, supervisor,
	Unless the interested director, supervisor,	general manager or senior management of the
	general manager or senior management of	Company discloses his/her interests to the
	the Company discloses his/her interests to	board of directors in accordance with the
	the board of directors in accordance with	preceding paragraph of this article and the
	the preceding paragraph of this article and	relevant matters are approved by the board of
	the relevant matters are approved by the	directors at a meeting in which such director,
	board of directors at a meeting in which	supervisor, general manager or senior
	such director, supervisor, general manager	management of the Company is not counted in
	or senior management of the Company is	the quorum and abstains from voting, the
	not counted in the quorum and abstains	Company shall have the right to rescind such
	from voting, the Company shall have the	contract, transaction or arrangement except
	right to rescind such contract, transaction	where the other party is a bona fide party
	or arrangement except where the other	acting without knowledge of the breach of
	party is a bona fide party acting without	duty by the interested director, supervisor,
	knowledge of the breach of duty by the	general manager and senior management.
	interested director, supervisor, general	
	manager and senior management.	A director, supervisor, general manager or
		senior management of the Company is deemed
	A director, supervisor, general manager or	to be interested in a contract, transaction or
	senior management of the Company is	arrangement in which his/her related person is
	deemed to be interested in a contract,	interested.
	transaction or arrangement in which	
	his/her related person is interested.	To be deleted, with article numbers to be

adjusted accordingly

No.	Original Articles	Revised Articles
123.	Article 204 If a director, supervisor, general	Article 204 If a director, supervisor, general
	manager or senior management of the	manager or senior management of the
	Company gives to the board of directors a	Company gives to the board of directors a
	notice in writing before the Company first	notice in writing before the Company first
	considers entering into a contract,	considers entering into a contract, transaction
	transaction or arrangement, stating that, by	or arrangement, stating that, by reason of the
	reason of the facts specified in the notice,	facts specified in the notice, he/she is
	he/she is interested in such contract,	interested in such contract, transaction or
	transaction or arrangement which may	arrangement which may subsequently be made
	subsequently be made by the Company,	by the Company, such notice shall be deemed
	such notice shall be deemed for the purpose	for the purpose of the preceding article to be a
	of the preceding article to be a sufficient	sufficient declaration of his/her interests, to
	declaration of his/her interests, to the extent	the extent as stated in such notice.
	as stated in such notice.	
		To be deleted, with article numbers to be
		adjusted accordingly
124.	Article 205 The Company shall not in any	Article 205 The Company shall not in any
	manner pay taxes for its directors,	manner pay taxes for its directors, supervisors,
	supervisors, general manager or senior	general manager or senior management.
	management.	
		To be deleted, with article numbers to be
		adjusted accordingly

No. Original Acticles	Dering Autolog
No.Original Articles125.Article 206 The Company shall not directly	Revised Articles Article 206 The Company shall not directly or
or indirectly provide a loan to, nor provide	
any guarantee in connection with a loan to	-
directors, supervisors, general manager or	
senior management of the Company or of	
its controlling shareholders or any of their	
respective related persons.	respective related persons.
However, the following circumstances are	
not subject to the above requirement:	subject to the above requirement:
(I) provision of a loan or a guarantee by the	
Company to its subsidiaries;	Company to its subsidiaries;
(II) provision of a loan, a guarantee or any	(II) provision of a loop a guarantee or any
other funds by the Company to any of its	
directors, supervisors, general manager or	
senior management to finance the	8
expenditure incurred or to be incurred by	
him/her for the purposes of the Company or	
for the purpose of enabling him/her to	
perform his/her duties properly, in	
accordance with the service contract	
approved by the shareholders' general	meeting; and
meeting; and	
	(III) provision of a loan or a guarantee by the
(III) provision of a loan or a guarantee by	
the Company to any of the relevant	
directors, supervisors, general manager or	
senior management or their respective	_
associates on normal commercial terms,	
provided that the normal business coverage	_
of the Company is extended to the provision	guarantees.
of loans and loan guarantees.	
	To be deleted, with article numbers to be
	adjusted accordingly

No.	Original Articles	Revised Articles
126.	Article 207 A loan made by the Company in	Article 207 A loan made by the Company in
120.	breach of the preceding article shall be	breach of the preceding article shall be
	immediately repayable by the recipient of	immediately repayable by the recipient of the
	the loan regardless of the terms of the loan.	loan regardless of the terms of the loan.
	the roan regardless of the terms of the roan.	four regardless of the terms of the four.
		To be deleted, with article numbers to be
		adjusted accordingly
127.	Article 208 A guarantee provided by the	Article 208 A guarantee provided by the
127.	Company in breach of the first paragraph	Company in breach of the first paragraph of
	of article 198 shall be unenforceable against	
		article 198 shall be unenforceable against the
	the Company, unless:	Company, unless:
	(I) a loan has been advanced to a related	(I) a loan has been advanced to a related
	person of any of the directors, supervisors,	person of any of the directors, supervisors,
	general manager and senior management of	general manager and senior management of
	the Company or its controlling	the Company or its controlling shareholders,
	shareholders, where the lender was not	where the lender was not aware of the
	aware of the situation when the loan was	situation when the loan was made;
	made;	
		(II) the collateral provided by the Company
	(II) the collateral provided by the Company	has been lawfully disposed of by the lender to
	has been lawfully disposed of by the lender	a bona fide purchaser.
	to a bona fide purchaser.	
		To be deleted, with article numbers to be
		adjusted accordingly
128.	Article 209 For the purposes of the	Article 209 For the purposes of the preceding
	preceding article, a guarantee includes an	article, a guarantee includes an undertaking or
	undertaking or provision of property by a	provision of property by a guarantor to
	guarantor to guarantee the performance of	guarantee the performance of obligations by
	obligations by the obligor.	the obligor.
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
129.	Article 210 In addition to any rights and	Article 210 In addition to any rights and
	remedies provided by the laws and	remedies provided by the laws and
	regulations, where a director, supervisor,	regulations, where a director, supervisor,
	general manager or senior management of	general manager or senior management of the
	the Company is in breach of his/her duties	Company is in breach of his/her duties to the
	to the Company, the Company has a right	Company, the Company has a right to:
	to:	
		(I) claim damages from the director,
	(I) claim damages from the director,	supervisor, general manager or senior
	supervisor, general manager or senior	management for the losses suffered by the
	management for the losses suffered by the	Company as a result of such breach;
	Company as a result of such breach;	
		(II) rescind any contract or transaction entered
	(II) rescind any contract or transaction	into by the Company with the relevant
	entered into by the Company with the	director, supervisor, general manager or senior
	relevant director, supervisor, general	management, and any contract or transaction
	manager or senior management, and any	entered into by the Company with a third
	contract or transaction entered into by the	party, where such third party knows or should
	Company with a third party, where such	have known that such director, supervisor,
	third party knows or should have known	general manager or the senior management
	that such director, supervisor, general	acting on behalf of the Company was in
	manager or the senior management acting	breach of his/her obligations to the Company;
	on behalf of the Company was in breach of	
	his/her obligations to the Company;	(III) require the relevant director, supervisor,
		general manager or senior management to
	(III) require the relevant director,	surrender the gains derived from the breach of
	supervisor, general manager or senior	his/her-duties;
	management to surrender the gains derived	
	from the breach of his/her duties;	(IV) recover any funds received by such
		director, supervisor, general manager or the
	(IV) recover any funds received by such	senior management which should have been
	director, supervisor, general manager or the	otherwise received by the Company, including
	senior management which should have been	(but not limited to) commissions;
	otherwise received by the Company,	
	including (but not limited to) commissions;	(V) demand payment of the interest earned or
		which may have been earned by such director,
	(V) demand payment of the interest earned	supervisor, general manager or the senior
	or which may have been earned by such	management on the funds that should have
	director, supervisor, general manager or the	been paid to the Company.
	senior management on the funds that	
	should have been paid to the Company.	To be deleted, with article numbers to be
		adjusted accordingly
		U .

No.	Original Articles	Revised Articles
130.	Article 211 The Company shall enter into a	Article 211 The Company shall enter into a
	contract in writing in relation to	contract in writing in relation to remuneration
	remuneration with each of the directors and	with each of the directors and supervisors of
	supervisors of the Company, which shall	the Company, which shall obtain prior
	obtain prior approval of the shareholders'	approval of the shareholders' general meeting.
	general meeting. The remuneration	The remuneration referred to above shall
	referred to above shall include:	include:
	(I) emoluments for acting as a director,	(I) emoluments for acting as a director,
	supervisor or senior management of the	supervisor or senior management of the
	Company;	Company;
	(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;	(II) emoluments for acting as a director, supervisor or senior management of any subsidiary of the Company;
	(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and	(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries; and
	(IV) compensation to a director or supervisor for the loss of office or retirement from office.	(IV) compensation to a director or supervisor for the loss of office or retirement from office. Except under a contract mentioned above, no
	Except under a contract mentioned above,	proceedings may be brought by a director or
	no proceedings may be brought by a	supervisor for the claim of any of the
	director or supervisor for the claim of any	aforesaid benefits.
	of the aforesaid benefits.	
		To be deleted, with article numbers to be adjusted accordingly

No.	Original Articles	Revised Articles
131.	Article 212 The contract for emoluments	Article 212 The contract for emoluments
	entered into between the Company and its	entered into between the Company and its
	directors or supervisors shall provide that	directors or supervisors shall provide that in
	in the event of a takeover of the Company,	the event of a takeover of the Company, the
	the directors and supervisors of the	directors and supervisors of the Company
	Company shall, subject to the prior	shall, subject to the prior approval of the
	approval of the shareholders' general	shareholders' general meeting, have the right
	meeting, have the right to receive	to receive compensation or other payment for
	compensation or other payment for loss of	loss of office or retirement. A takeover of the
	office or retirement. A takeover of the	Company as referred to above means one of
	Company as referred to above means one of	the following:
	the following:	
		(I) a general offer made by any person to all
	(I) a general offer made by any person to all	shareholders; (II) a general offer made by any
	shareholders;	person to enable the offeror to become a
		controlling shareholder within the meaning set
	(II) a general offer made by any person to	out in article 58 herein.
	enable the offeror to become a controlling	
	shareholder within the meaning set out in	If the relevant director or supervisor does not
	article 58 herein.	comply with this article, any sum so received
		by him/her shall belong to those persons who
	If the relevant director or supervisor does	have sold their shares as a result of their
	not comply with this article, any sum so	acceptance of the offer mentioned above. The
	received by him/her shall belong to those	expenses incurred in distributing such sum on
	persons who have sold their shares as a	a pro rata basis shall be borne by the relevant
	result of their acceptance of the offer	director or supervisor and shall not be paid out
	mentioned above. The expenses incurred in	of that sum.
	distributing such sum on a pro rata basis	
	shall be borne by the relevant director or	To be deleted, with article numbers to be
	supervisor and shall not be paid out of that	adjusted accordingly
	sum.	

NT.		
No. 132.	Original Articles	Revised Articles Article 213 The Company shall enter into a
152.	Article 213 The Company shall enter into a	1 0
	contract in writing with each director,	contract in writing with each director,
	supervisor, general manager and senior	supervisor, general manager and senior
	management and such contract shall at	management and such contract shall at least
	least include, inter alia, the following	include, inter alia, the following provisions:
	provisions:	
		(I) The directors, supervisors, general
	(I) The directors, supervisors, general	manager and senior management of the
	manager and senior management of the	Company shall undertake that he/she shall
	Company shall undertake that he/she shall	observe and comply with the Company Law,
	observe and comply with the Company	the Special Regulations, these articles of
	Law, the Special Regulations, these articles	association, the Codes on Takeovers and
	of association, the Codes on Takeovers and	Mergers and Share Buy-back, and other
	Mergers and Share Buy-back, and other	regulations formulated by the Hong Kong
	regulations formulated by the Hong Kong	Stock Exchange, and shall agree that the
	Stock Exchange, and shall agree that the	Company shall be entitled to the remedies
	Company shall be entitled to the remedies	provided in these articles of association and
	provided in these articles of association and	that neither the contract nor their office may
	that neither the contract nor their office	be transferred;
	may be transferred;	
		(II) The directors, supervisors, general
	(II) The directors, supervisors, general	manager and senior management of the
	manager and senior management of the	Company shall undertake that they shall
	Company shall undertake that they shall	observe and perform their duties to the
	observe and perform their duties to the	shareholders as stipulated in these articles of
	shareholders as stipulated in these articles	association;
	of association;	
		(III) The clauses relating to arbitration under
	(III) The clauses relating to arbitration	these articles of association and the Hong
	under these articles of association and the	Kong Listing Rules.
	Hong Kong Listing Rules.	
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
133.	Article 215 The fiscal year of the Company	Article 163 The fiscal year of the Company
	shall coincide with the calendar year, i.e.,	shall coincide with the calendar year, i.e.,
	from January 1 to December 31 on the	from January 1 to December 31 on the
	Gregorian calendar. The Company shall	Gregorian calendar. The Company shall
	prepare an annual financial accounting report	prepare an annual financial accounting report
	within 120 days from the end of each fiscal	within 120 days from the end of each fiscal
	year.	year. The Company is obligated to prepare
		annual and interim reports in a timely
	The financial accounting report shall be	manner starting from the conclusion of
	prepared in accordance with the applicable	each first half of the fiscal year in
	laws and regulations.	accordance with applicable laws,
		regulations, and the regulatory
		requirements of the place where the shares
		of the Company are listed.
		The financial accounting report shall be
		prepared in accordance with the applicable
		laws and regulations.
134.	Article 216 The board of directors of the	Article 216 The board of directors of the
	Company shall place before the	Company shall place before the shareholders
	shareholders at every annual general	at every annual general meeting such financial
	meeting such financial reports prepared by	reports prepared by the Company as required
	the Company as required by the laws,	by the laws, regulations or directives
	regulations or directives promulgated by	promulgated by the local governments and
	the local governments and competent	competent authorities.
	authorities.	
		To be deleted, with article numbers to be
		adjusted accordingly

PROPOSED FURTHER AMENDMENTS TO THE A SHARE ARTICLES OF ASSOCIATION

No.	Original Articles	Revised Articles
135.	Article 217 The financial reports of the	Article 217 The financial reports of the
	Company shall be made available for	Company shall be made available for
	inspection by shareholders 20 days before	inspection by shareholders 20 days before the
	the date of annual general meeting. Each	date of annual general meeting. Each
	shareholder of the Company shall be	shareholder of the Company shall be entitled
	entitled to obtain a copy of the financial	to obtain a copy of the financial reports
	reports referred to in this Chapter.	referred to in this Chapter.
	Unless otherwise provided in the laws,	Unless otherwise provided in the laws,
	regulations and the listing rules of the place	regulations and the listing rules of the place
	where the shares of the Company are listed	where the shares of the Company are listed as
	as well as these articles of association, a	well as these articles of association, a copy of
	copy of the aforesaid financial reports or	the aforesaid financial reports or the reports of
	the reports of directors together with the	directors together with the balance sheet
	balance sheet (including all documents	(including all documents required by laws to
	required by laws to be annexed thereto) and	be annexed thereto) and statement of profit
	statement of profit and loss and statement	and loss and statement of income, or a
	of income, or a summary of financial	summary of financial reports shall, at least 21
	reports shall, at least 21 days before the	days before the annual general meeting, be
	annual general meeting, be delivered or	delivered or dispatched by prepaid post to the
	dispatched by prepaid post to the address of	address of the holders of overseas listed
	the holders of overseas listed foreign shares	foreign shares as registered in the register of
	as registered in the register of members.	members. Subject to the laws, regulations or
	Subject to the laws, regulations or listing	listing rules of the place where the shares of
	rules of the place where the shares of the	the Company are listed, the reports may also
	Company are listed, the reports may also be	be given by way of public announcement
	given by way of public announcement	(including publishing on the website of the
	(including publishing on the website of the	Company).
	Company).	
		Subject to the laws and regulations, the
	Subject to the laws and regulations, the	Company shall also issue the notice of the
	Company shall also issue the notice of the	shareholders' general meeting to the holders
	shareholders' general meeting to the	of H shares via its website, the website
	holders of H shares via its website, the	designated by the Hong Kong Stock
	website designated by the Hong Kong Stock	Exchange, or any other method as permitted in
	Exchange, or any other method as	the Hong Kong Listing Rules and these
	permitted in the Hong Kong Listing Rules	articles of association, instead of dispatching
	and these articles of association instead of	such notice to holders of U shares by hand or

To be deleted, with article numbers to be adjusted accordingly

such notice to holders of H shares by hand or

prepaid post.

and these articles of association, instead of

dispatching such notice to holders of H

shares by hand or prepaid post.

No.	Original Articles	Revised Articles
136.	Article 218 The financial statements of the	Article 218 The financial statements of the
	Company shall, in addition to being	Company shall, in addition to being prepared
	prepared in accordance with the accounting	in accordance with the accounting standards
	standards and regulations of China, be	and regulations of China, be prepared in
	prepared in accordance with either the	accordance with either the international
	international accounting standards, or that	accounting standards, or that of the place
	of the place outside China where the shares	outside China where the shares of the
	of the Company are listed. If there is any	Company are listed. If there is any material
	material difference between the financial	difference between the financial statements
	statements prepared in accordance with	prepared in accordance with these two sets of
	these two sets of accounting standards, such	accounting standards, such difference shall be
	difference shall be stated in the notes to the	stated in the notes to the financial statements.
	financial statements. When the Company is	When the Company is to distribute its profits
	to distribute its profits after tax in respect	after tax in respect of such fiscal year, it is
	of such fiscal year, it is required to	required to distribute the dividends based on
	distribute the dividends based on the lower	the lower of the distributable profits after tax
	of the distributable profits after tax of the	of the Company, as determined under these
	Company, as determined under these two	two sets of accounting standards.
	sets of accounting standards.	
		To be deleted, with article numbers to be
		adjusted accordingly
137.	Article 219 Any interim results or financial	Article 219 Any interim results or financial
	information published or disclosed by the	information published or disclosed by the
	Company shall be prepared in accordance	Company shall be prepared in accordance with
	with the accounting standards and	the accounting standards and regulations of
	regulations of China, and also in	China, and also in accordance with either the
	accordance with either the international	international accounting standards or that of
	accounting standards or that of the place	the place outside China where the shares of
	outside China where the shares of the	the Company are listed.
	Company are listed.	
		To be deleted, with article numbers to be
		adjusted accordingly
138.	Article 220 The Company shall engage a	Article 220 The Company shall engage a
	qualified accounting firm to conduct an	qualified accounting firm to conduct an annual
	annual audit in accordance with the	audit in accordance with the accounting
	accounting standards of China and an audit	standards of China and an audit report shall be
	report shall be published within four	published within four months after the end of
	months after the end of each fiscal year.	each fiscal year.
		To be delated with outials numbers to be
		To be deleted, with article numbers to be adjusted accordingly
		adjusted accordingly

No.	Original Articles	Revised Articles
139.	Article 221 The Company shall publish at	Article 221 The Company shall publish at
	least two financial reports every fiscal year,	least two financial reports every fiscal year,
	including the interim financial report, to be	including the interim financial report, to be
	published within 60 days after the end of	published within 60 days after the end of the
	the first six months of each fiscal year, and	first six months of each fiscal year, and the
	the annual financial report, to be published	annual financial report, to be published within
	within 120 days after the end of each fiscal	120 days after the end of each fiscal year.
	year.	
		To be deleted, with article numbers to be
		adjusted accordingly
140.	Article 224 The reserve of the Company shall	Article 166 The reserve of the Company shall
	be applied for making up for losses of the	be applied for making up for losses of the
	Company, expansion of the production and	Company, expansion of the production and
	operation of the Company or capitalization,	operation of the Company or capitalization,
	except that capital reserve shall not be applied	except that capital reserve shall not be applied
	for making up losses of the Company.	for making up losses of the Company.
	The balance of the statutory reserve after	The balance of the statutory reserve after
	capitalization shall not fall below 25% of the	capitalization shall not fall below 25% of the
	registered capital of the Company prior to the	registered capital of the Company prior to the
	capitalization.	capitalization.
	Capital reserve shall include the followings:	Capital reserve shall include the followings:
	(I) premium received when shares are	(I) premium received when shares are issued
	issued at a premium to their par value;	at a premium to their par value;
	(II) other income required by any	(II) other income required by any competent
	competent financial regulatory authority	financial regulatory authority under the State
	under the State Council to be appropriated	Council to be appropriated to the capital
	to the capital reserves.	reserves.

No.	Original Articles	Revised Articles
141.	Article 226 After making up the losses of	Article 226 After making up the losses of the
	the preceding year, the Company shall	preceding year, the Company shall distribute
	distribute its after-tax profit in the	its after-tax profit in the following order:
	following order:	
		(I) contribution to the statutory reserve;
	(I) contribution to the statutory reserve;	
		(II) contribution to the discretionary reserve,
	(II) contribution to the discretionary	subject to the approval of the shareholders'
	reserve, subject to the approval of the	general meeting;
	shareholders' general meeting;	
		(III) payment of dividends to shareholders,
	(III) payment of dividends to shareholders,	subject to the approval of the shareholders'
	subject to the approval of the shareholders'	general meeting.
	general meeting.	
		To be deleted, with article numbers to be
		adjusted accordingly
142.	Article 228 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders. The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.	Article 169 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares. The receiving agents shall receive on behalf of such shareholders the dividends declared and all other payments payable by the Company in respect of their overseas listed foreign shares and make payment to such shareholders. The appointment of receiving agents by the Company shall be in compliance with the laws or the rules of the stock exchange of the place where it is listed.
	The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.	The receiving agents appointed for the holders of overseas listed foreign shares in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

No.	Original Articles	Revised Articles
143.	SECTION 3 ENGAGEMENT OF	SECTION 3 ENGAGEMENT OF
	ACCOUNTING FIRMS	ACCOUNTING FIRMS
	Article 231 The Company shall engage an	Article 172 The Company shall engage an
	independent accounting firm in accordance	independentaccounting firm in accordance
	with the Securities Law of the People's	with that conforms to the Securities Law of the
	Republic of China and other laws and	People's Republic of Chinaand other laws and
	regulations to audit its financial statements,	regulations to audit its financial statements,
	verify its net assets and provide consultancy	verify its net assets and provide consultancy
	services. The accounting firm so appointed	services. The accounting firm so appointed
	shall hold office from the conclusion of the	shall hold one-year term of office which is
	annual general meeting at which the	renewable. from the conclusion of the annual
	appointment is made until the conclusion of	general meeting at which the appointment is
	the next annual general meeting and can be	made until the conclusion of the next annual
	reappointed.	general meeting and can be reappointed.
144.	Article 232 The appointment of the accounting	Article 173 The appointment of the accounting
	firm of the Company shall be decided at a	firm of the Company shall be decided at a
	shareholders' general meeting, and the board	shareholders' general meeting, and the board
	of directors shall not appoint the accounting	of directors shall not appoint the accounting
	firm prior to obtaining approval at the	firm prior to obtaining approval at the
	shareholders' general meeting. Before the	shareholders' general meeting. Before the
	convening of shareholders' general meeting,	convening of shareholders' general meeting,
	the board of directors may fill any casual	the board of directors may fill any casual
	vacancy in the office of the accounting firm	vacancy in the office of the accounting firm
	but while there is still any such vacancy, the	but while there is still any such vacancy, the
	surviving or continuing firm, if any, may	surviving or continuing firm, if any, may act.
	act.	

No.	Original Articles	Revised Articles
145.	Article 234 An accounting firm engaged by	Article 234 An accounting firm engaged by
	the Company shall have the following	the Company shall have the following rights:
	rights:	
		(I) the right to access the financial statements,
	(I) the right to access the financial	records or vouchers of the Company and the
	statements, records or vouchers of the	right to require directors, the general manager
	Company and the right to require directors,	and senior management of the Company to
	the general manager and senior	provide information and explanations;
	management of the Company to provide	
	information and explanations;	(II) the right to require the Company to take
		all reasonable measures to obtain from its
	(II) the right to require the Company to	subsidiaries the information and explanations
	take all reasonable measures to obtain from	necessary for the accounting firm to perform
	its subsidiaries the information and	its duties;
	explanations necessary for the accounting	
	firm to perform its duties;	(III) the right to attend shareholders'
		meetings, to receive notice of or information
	(III) the right to attend shareholders'	about the meetings of which shareholders have
	meetings, to receive notice of or information	a right to receive, and to be heard at any
	about the meetings of which shareholders	shareholders' meetings on matters relating to
	have a right to receive, and to be heard at	its duties as the accounting firm of the
	any shareholders' meetings on matters	Company.
	relating to its duties as the accounting firm	
	of the Company.	To be deleted, with article numbers to be
		adjusted accordingly
146.	Article 235 The shareholders' general	Article 235 The shareholders' general meeting
	meeting may by ordinary resolution decide	may by ordinary resolution decide to dismiss
	to dismiss any accounting firm prior to the	any accounting firm prior to the expiration of
	expiration of its term of engagement,	its term of engagement, notwithstanding
	notwithstanding anything in the contract	anything in the contract between the
	between the accounting firm and the	accounting firm and the Company, but without
	Company, but without prejudice to such	prejudice to such accounting firm's right, if
	accounting firm's right, if any, to claim	any, to claim damages from the Company in
	damages from the Company in respect of	respect of such dismissal.
	such dismissal.	
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
147.	Article 236 The remuneration or basis of	Article 175 The audit expenses remuneration
	remuneration of an accounting firm shall be	payable to or basis of remuneration of an the
	determined by ordinary resolution at the	accounting firm shall be determined by
	shareholders' general meeting. The	ordinary resolution at the shareholders'
	remuneration of an accounting firm	general meeting. The remuneration of an
	engaged by the board of directors shall be	accounting firm engaged by the board of
	determined by the board of directors.	directors shall be determined by the board of
		directors.
148.	Article 237 The engagement, dismissal and	Article 237 The engagement, dismissal and
	non-renewal of engagement of an	non-renewal of engagement of an accounting
	accounting firm for annual audit shall be	firm for annual audit shall be determined by
	determined by ordinary resolution at the	ordinary resolution at the shareholders'
	shareholders' general meeting and be	general meeting and be reported to the
	reported to the securities authority of the	securities authority of the State Council for
	State Council for record.	record.
	Where a resolution of the shareholders'	Where a resolution of the shareholders'
	general meeting is to be passed to appoint	general meeting is to be passed to appoint an
	an accounting firm to fill a casual vacancy,	accounting firm to fill a casual vacancy, to
	to reappoint a retiring accounting firm	reappoint a retiring accounting firm originally
	originally appointed by the board of	appointed by the board of directors to fill a
	directors to fill a causal vacancy, or to	causal vacancy, or to remove an accounting
	remove an accounting firm before the	firm before the expiration of its term of office,
	expiration of its term of office, the following	the following provisions shall apply:
	provisions shall apply:	
	(I) the metion of encourse the dimensional	(I) the motion of engagement or dismissal
	(I) the motion of engagement or dismissal shall be sent, before the issue of the notice	shall be sent, before the issue of the notice of
		the shareholders' general meeting, to the
	of the shareholders' general meeting, to the accounting firm proposed to be appointed	accounting firm proposed to be appointed or the retiring accounting firm or the accounting
	or the retiring accounting firm or the	firm that has left its post during the fiscal year.
	accounting firm that has left its post during	min that has left its po st during the fiscal year.
	the fiscal year. Leaving includes leaving by	Leaving includes leaving by removal,
	removal, resignation and retirement.	resignation and retirement.
	removing resignation and remember	resignation und retromont.

No.	Original Articles	Revised Articles
	(II) if the leaving accounting firm requests	(II) if the leaving accounting firm requests the
	the Company to present its written	Company to present its written statement to
	statement to the shareholders, the Company	the shareholders, the Company shall (unless
	shall (unless the receipt of the statement is	the receipt of the statement is too late):
	too late):	r
		1. disclose in the notice of the resolution given
	1. disclose in the notice of the resolution	to shareholders that the leaving accounting
	given to shareholders that the leaving	firm has made a statement;
	accounting firm has made a statement;	
		2. provide a copy of the statement as an
	2. provide a copy of the statement as an	attachment to the notice to shareholders in
	attachment to the notice to shareholders in	accordance with these articles of association.
	accordance with these articles of	
	association.	(III) if the statement is not sent in accordance
		with sub-paragraph (II) of this article, the
	(III) if the statement is not sent in	accounting firm may require the statement to
	accordance with sub-paragraph (II) of this	be read out at the shareholders' general
	article, the accounting firm may require the	meeting and may lodge a further appeal;
	statement to be read out at the	
	shareholders' general meeting and may	(IV) a leaving accounting firm shall be
	lodge a further appeal;	entitled to attend:
	(IV) a leaving accounting firm shall be	1. the shareholders' general meeting at which
	entitled to attend:	its term of office would otherwise have
		expired;
	1. the shareholders' general meeting at	
	which its term of office would otherwise	2. any general meeting considering the filling
	have expired;	of the vacancy caused by its removal;
	2. any general meeting considering the	3. any general meeting considering its
	filling of the vacancy caused by its removal;	resignation.
	3. any general meeting considering its	The leaving accounting firm shall be entitled
	resignation.	to receive all notices of, and information
		relating to, any such meeting, and to be heard
	The leaving accounting firm shall be	at any such meeting about matters concerning
	entitled to receive all notices of, and	it as the former accounting firm of the
	information relating to, any such meeting,	Company.
	and to be heard at any such meeting about	
	matters concerning it as the former	To be deleted, with article numbers to be
	accounting firm of the Company.	adjusted accordingly
	matters concerning it as the former	

No.	Original Articles	Revised Articles
149.	Article 238 When the Company dismisses or	Article 176 When the Company dismisses or
147.	does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the	does not renew the engagement of an accounting firm, it shall give 30 days' advance notice to the accounting firm. The accounting firm may present its views when the dismissal of the accounting firm is voted at the
	shareholders' general meeting. Where an accounting firm resigns, it shall	shareholders' general meeting. Where an accounting firm resigns, it shall
	make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the	make a representation to shareholders' general meeting as to whether the Company has any irregularity. An accounting firm may resign by depositing at the legal residence of the
	Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:	Company a resignation notice which shall become effective immediately or on such later date indicated in such notice. The notice shall include the following:
	(I) a statement to the effect that there are no	(I) a statement to the effect that there are no
	circumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of	eircumstances connected to its resignation and which should be brought to the attention of the shareholders or creditors of the Company; or
	the Company; or	(II) a presentation of any matters considered
	(II) a presentation of any matters considered necessary.	A copy of the notice shall be submitted to the
	A copy of the notice shall be submitted to	competent authority within 14 days from the
	the competent authority within 14 days from the receipt of the notice. If the notice	receipt of the notice. If the notice contains the representations referred to in the preceding
	contains the representations referred to in the preceding two paragraphs, a copy of the notice shall be placed at the Company for	two paragraphs, a copy of the notice shall be placed at the Company for the shareholders' inspection. The Company shall also send a
	the shareholders' inspection. The Company shall also send a copy of the notice to holders of overseas listed foreign shares by	copy of the notice to holders of overseas listed foreign shares by prepaid post to the addresses recorded in the register of shareholders.
	prepaid post to the addresses recorded in the register of shareholders.	Where the notice of resignation of an accounting firm contains a statement of
	Where the notice of resignation of an accounting firm contains a statement of matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.	matters necessary to be disclosed, the accounting firm may require the board of directors to convene an extraordinary general meeting for an explanation of such matters.

No.	Original Articles	Revised Articles
150.	CHAPTER 11 MERGER, DIVISION,	CHAPTER 11 MERGER, DIVISION,
	INCREASE AND DECREASE OF CAPITAL,	INCREASE AND DECREASE OF CAPITAL,
	DISSOLUTION AND LIQUIDATION	DISSOLUTION AND LIQUIDATION
	SECTION 1 MERGER, DIVISION,	SECTION 1 MERGER, DIVISION,
	INCREASE AND DECREASE OF CAPITAL	INCREASE AND DECREASE OF CAPITAL
	Article 247 Subject to approval by way of	Article 247 Subject to approval by way of
	special resolution at a shareholders' general	special resolution at a shareholders' general
	meeting, the Company may divide or	meeting, the Company may divide or merger
	merger with other companies in accordance	with other companies in accordance with the
	with the laws, regulations and these articles	laws, regulations and these articles of
	of association.	association.
	In the event of the merger or division of the	In the event of the merger or division of the
	Company, a plan shall be proposed by the	Company, a plan shall be proposed by the
	board of directors for approval in	board of directors for approval in accordance
	accordance with these articles of	with these articles of association. Application
	association. Application for merger or	for merger or division shall be processed in
	division shall be processed in accordance	accordance with the laws. Shareholders who
	with the laws. Shareholders who oppose the	oppose the plan for merger or division of the
	plan for merger or division of the Company	Company may demand the Company or the
	may demand the Company or the	shareholders consenting such a plan to
	shareholders consenting such a plan to	purchase their shares at a fair price.
	purchase their shares at a fair price.	Documents in respect of the resolution of the
	Documents in respect of the resolution of	Company on the merger or division shall be
	the Company on the merger or division	prepared for inspection by the shareholders.
	shall be prepared for inspection by the shareholders.	The decuments shall also be cent by next or
	snarenoiders.	The documents shall also be sent by post or other means in accordance with these articles
	The documents shall also be sent by post or	of association to the holders of H shares.
	other means in accordance with these	of association to the nonders of 11 shares.
	articles of association to the holders of H	To be deleted, with article numbers to be
	shares.	adjusted accordingly

No. Original Article	s	Revised Articles
151. Article 258 Wh	ere the board of directors	Article 258 Where the board of directors
proposes to liqu	idate the Company due to	proposes to liquidate the Company due to
causes other that	an insolvency, the board of	causes other than insolvency, the board of
directors shall	issue a notice to convene a	directors shall issue a notice to convene a
shareholders' g	eneral meeting to consider	shareholders' general meeting to consider the
the liquidation.	The notice shall include a	liquidation. The notice shall include a
statement that,	after making a full inquiry	statement that, after making a full inquiry into
into the affairs	of the Company, the board	the affairs of the Company, the board of
of directors is	of the opinion that the	directors is of the opinion that the Company
Company will b	e able to pay its debts in full	will be able to pay its debts in full within 12
within 12 month	hs from the commencement	months from the commencement of the
of the liquidation	on.	liquidation.
Upon the passi	ng of the resolution by the	Upon the passing of the resolution by the
shareholders'	general meeting for the	shareholders' general meeting for the
liquidation of t	he Company, all functions	liquidation of the Company, all functions and
and powers of	the board of directors and	powers of the board of directors and general
general manage	r shall cease. The Company	manager shall cease. The Company shall not
shall not carry o	out any new business during	carry out any new business during its
its liquidation.		liquidation.
The liquidation	n committee shall act in	The liquidation committee shall act in
accordance wit	h the instructions of the	accordance with the instructions of the
shareholders' g	eneral meeting to produce	shareholders' general meeting to produce
reports at lea	st once a year to the	reports at least once a year to the
shareholders'	general meeting on the	shareholders' general meeting on the income
income and exp	enditure of the liquidation	and expenditure of the liquidation committee,
committee, the	business of the Company	the business of the Company and the progress
and the progres	s of the liquidation, and to	of the liquidation, and to present a final report
present a final	report to the shareholders'	to the shareholders' general meeting on
general meetin	g on completion of the	completion of the liquidation.
liquidation.		
		To be deleted, with article numbers to be
		adjusted accordingly

No.	Original Articles	Revised Articles
152.	Article 261 After the liquidation committee	Article 197 After the liquidation committee
	has thoroughly examined the assets of the	has thoroughly examined the assets of the
	Company and prepared the balance sheets and	Company and prepared the balance sheets and
	a list of assets, it shall formulate a liquidation	a list of assets, it shall formulate a liquidation
	plan for submission to the shareholders'	plan for submission to the shareholders'
	general meeting or the people's court for	general meeting or the people's court for
	confirmation.	confirmation.
		Upon payment of liquidation expenses
		<u>Upon payment of liquidation expenses,</u> employee remuneration, social insurance
		premiums, statutory compensation, tax
		obligations and company debt, the residual
		assets shall be distributed among
		shareholders in proportion to their
		respective holdings.
		The Company shall continue to exist during
		the liquidation period, although it cannot
		engage in business activities that are not
		related to the liquidation.
		The distribution of assets to shareholders
		prior to the satisfaction of the
		aforementioned obligations shall not be
		permitted.
153.		(newly added)
		Andiala 100 TE that line identical accountition
		Article 198 If the liquidation committee, after thoroughly examining the assets of the
		Company and preparing the balance sheets
		and a list of assets, discovers that the assets
		of the Company are insufficient to pay its
		debts in full, it shall apply to the people's
		court for a declaration of bankruptcy in
		accordance with the laws.
		After the people's court has ruled for the
		Company to declare bankruptcy, the
		liquidation of the Company shall be dealt
		with by the people's court.

No.	Original Articles	Revised Articles
154.	Article 262 After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report, a statement of income and expense and financial accounts in respect of the liquidation period for verification by a certified public accountant in China before they are submitted to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall deliver the same to the companies registry within 30 days from the date of confirmation of the liquidation report by the shareholders' general meeting or the competent authorities, apply for the deregistration of the Company and announce the termination of the Company.	Article 199 After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report and, a statement of income and expense and financial accounts in respect of the liquidation period for verification by a certified public accountant in China before they are submittedsubmit it to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall deliver the same to the companies registry within 30 days from the date of confirmation of the liquidation report by the shareholders' general meeting or the eompetent authorities, apply for the deregistration of the Company and announce the termination of the Company.
155.	Article 263 Settlement of liabilities out of the properties of the Company shall be made in the following order:	Article 263 Settlement of liabilities out of the properties of the Company shall be made in the following order:
	(I) liquidation expenses;	(I) liquidation expenses;
	(II) wages due to employees of the Company, labor insurance fees and statutory compensation;	(II) wages due to employees of the Company, labor insurance fees and statutory compensation;
	(III) taxes payable;	(III) taxes payable;
	(IV) debts of the Company. The residual assets of the Company after settlement of all liabilities shall be distributed to the shareholders of the Company according to the class and proportion of their shareholdings.	(IV) debts of the Company. The residual assets of the Company after settlement of all liabilities shall be distributed to the shareholders of the Company according to the class and proportion of their shareholdings.
		To be deleted, with article numbers to be adjusted accordingly
156.	Article 265 After inspection of the properties of the Company and preparation of the balance sheet and list of assets, if the liquidation committee realizes that the Company does not have sufficient assets to meet its liabilities, it must apply immediately to the people's court for a declaration of bankruptcy. After such declaration of bankruptcy by the people's court, the liquidation shall be dealt with by the people's court. Liquidation of a company declared bankrupt in accordance with the laws shall be processed in accordance with the laws of corporate bankruptcy.	Article 201 After inspection of the properties of the Company and preparation of the balance sheet and list of assets, if the liquidation committee realizes that the Company does not have sufficient assets to meet its liabilities, it must apply immediately to the people's court for a declaration of bankruptcy. After such declaration of bankruptcy by the people's court, the liquidation shall be dealt with by the people's court. Liquidation of a company declared bankrupt in accordance with the laws shall be processed in accordance with the laws of corporate bankruptcy.

No.	Original Articles	Revised Articles
157.	CHAPTER 13 DISPUTE RESOLUTION	CHAPTER 13 DISPUTE RESOLUTION
	Article 270 The Company shall abide by the	Article 270 The Company shall abide by the
	following principles for dispute resolution:	following principles for dispute resolution:
	(I) For disputes or claims between holders	(I) For disputes or claims between holders of
	of the overseas listed foreign shares and the	the overseas listed foreign shares and the
	Company, between holders of the overseas	Company, between holders of the overseas
	listed foreign shares and the directors,	listed foreign shares and the directors,
	supervisors, general manager or senior	supervisors, general manager or senior
	management of the Company, between the	management of the Company, between the
	Company and its directors or senior	Company and its directors or senior
	management, or between holders of the	management, or between holders of the
	overseas listed foreign shares and holders of	overseas listed foreign shares and holders of
	domestic shares, in respect of any rights or	domestic shares, in respect of any rights or
	obligations under these articles of	obligations under these articles of association,
	association, the Company Law and laws	the Company Law and laws and regulations
	and regulations concerning the affairs of	concerning the affairs of the Company, such
	the Company, such disputes or claims shall	disputes or claims shall be referred by the
	be referred by the relevant parties to	relevant parties to arbitration.
	arbitration.	
		Where a dispute or claim of rights referred to
	Where a dispute or claim of rights referred	above is submitted to arbitration, the entire
	to above is submitted to arbitration, the	elaim or dispute shall be referred to arbitration
	entire claim or dispute shall be referred to	and all parties who have a cause of action
	arbitration and all parties who have a cause	based on the same facts giving rise to the
	of action based on the same facts giving rise	dispute or claim, or whose participation is
	to the dispute or claim, or whose	necessary for the resolution of such dispute or
	participation is necessary for the resolution	claim, shall agree with the arbitration if such
	of such dispute or claim, shall agree with	party is the Company, its shareholders,
	the arbitration if such party is the Company, its shareholders, directors,	directors, supervisors, general manager or
	Company, its shareholders, directors, supervisors, general manager or senior	senior management of the Company.
	management of the Company.	Disputes in respect of the identification of
	management of the Company.	shareholders and the register of shareholders
	Disputes in respect of the identification of	may not be resolved by arbitration.
	shareholders and the register of	may not be resolved by aroutation.
	shareholders may not be resolved by	
	arbitration.	
	ai viti ativii.	

No. Original Articles	Revised Articles
(II) A claimant may select to refer the	same (II) A claimant may select to refer the same for
for arbitration to either the C	China arbitration to either the China International
International Economic and	TradeEconomic and Trade Arbitration Commission
Arbitration Commission in accordance	e with in accordance with its rules or the Hong Kong
its rules or the Hong Kong Internat	tional International Arbitration Centre in accordance
Arbitration Centre in accordance with	ith its with its Securities Arbitration Rules. Once a
Securities Arbitration Rules. One	ce a claimant refers a dispute or claim to
claimant refers a dispute or clain	m to arbitration, the other party shall submit to the
arbitration, the other party shall subm	mit to arbitral body selected by the claimant. If a
the arbitral body selected by the claim	mant. claimant refers the same for arbitration to the
If a claimant refers the same for arbitr	ration Hong Kong International Arbitration Centre,
to the Hong Kong International Arbitr	rationany party to the dispute or claim may apply for
Centre, any party to the dispute or o	claim a hearing to take place in Shenzhen in
may apply for a hearing to take pla	ace in accordance with the Securities Arbitration
Shenzhen in accordance with the Secu	Inities Rules of the Hong Kong International
Arbitration Rules of the Hong	Kong Arbitration Centre.
International Arbitration Centre.	
	(III) If any disputes or claims of rights are
(III) If any disputes or claims of right	ts are settled by way of arbitration in accordance
settled by way of arbitration in accord	dance with sub- paragraph (I), the laws of the
with sub- paragraph (I), the laws o	
People's Republic of China (excludin	ng the Hong Kong Special Administrative Region,
Hong Kong Special Administrative Re	egion, Macau Special Administrative Region and
Macau Special Administrative Region	n and Taiwan) shall apply, save as otherwise
Taiwan) shall apply, save as other	
provided in the laws and regulations.	
	(IV) The award of an arbitral body shall be
(IV) The award of an arbitral body sha	
final and conclusive and binding o	on all
parties.	(V) Any arbitration submitted shall be deemed
	as authorizing the arbitration tribunal to
(V) Any arbitration submitted sha	
deemed as authorizing the arbitr	
tribunal to conduct a public hearing	
announce its verdict.	To be deleted, with article numbers to be
	adjusted accordingly

No.	Original Articles	Revised Articles
158.	CHAPTER 14 SUPPLEMENTARY	CHAPTER 12 SUPPLEMENTARY
	PROVISIONS	PROVISIONS
	Article 271 Definitions	Article 206 Definitions
	(I) "De facto controller(s)" refers to any party who is not a shareholder of the Company but may have a de facto control on any acts of the Company through investment, agreements or any other arrangements.(II) "Connected relationship" refers to the	(I) "Controlling shareholder" refers to a shareholder whose ownership of ordinary shares (including preferred shares with restored voting rights) exceeds fifty percent of the total share capital of the company. Alternatively, it refers to a shareholder whose ownership, though less than fifty
	relationship between the controlling	percent, possesses voting rights that are
	shareholders, de facto controllers, directors,	deemed sufficient to exert significant
	supervisors, senior management of the	influence over resolutions at the
	Company and any enterprise(s) directly or	shareholders' general meeting.
	indirectly controlled by the Company, and	
	other relationships that may lead to a transfer of interests of the Company. State-controlled enterprises, however, shall not be connected by the virtue of being controlled by the state.	(II) "De facto controller(s)" refers to any party who is not a shareholder of the Company but may have a de facto control on any acts of the Company through investment, agreements or any other arrangements
		any other arrangements.
	(III) "Subsidiary(ies) of the Company" refers to a company in which the Company holds more than 50% of its shares or may determine the election of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.	(III) "Connected relationship" refers to the relationship between the controlling shareholders, de facto controllers, directors, supervisors, senior management of the Company and any enterprise(s) directly or indirectly controlled by the Company, and other relationships that may lead to a transfer
	(IV) "RMB" refers to Renminbi, the lawful currency of the People's Republic of China, unless the context otherwise specifies.	of interests of the Company. State-controlled enterprises, however, shall not be connected by the virtue of being controlled by the state.
	(V) Market cap is the arithmetic mean of the closing market values for the ten trading days immediately preceding the transaction.	(IV) "Subsidiary(ies) of the Company" refers to a company in which the Company holds more than 50% of its shares or may determine the election of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.

No.	Original Articles	Revised Articles
		(V) "RMB" refers to Renminbi, the lawful
		currency of the People's Republic of China,
		unless the context otherwise specifies.
		(VI) "Market cap" refers to the arithmetic
		mean of the closing market values for the ten
		trading days immediately preceding the
		transaction.
159.	Article 272 The term "accounting firm"	Article 207 The term "accounting firm"
	referred herein shall have the same meaning as	referred herein shall have the same meaning as
	the term "auditor".	the term "auditor". Unless explicitly specified
		by applicable laws, administrative
		regulations, or relevant regulatory rules of
		the stock exchange where the company's
		shares are listed, the term "independent
		non-executive director" as used in these
		articles shall be deemed synonymous with
		<u>"independent director".</u>

APPENDIX VI PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETING

Comparison Table of Amendments to the Rules of Procedures for the Shareholders' General Meeting after Listing on the SSE STAR MARKET

Original Articles	Revised Articles
Article 1 To regulate the conduct of Biocytogen	Article 1 To regulate the conduct of Biocytogen
Pharmaceuticals (Beijing) Co., Ltd. (the	Pharmaceuticals (Beijing) Co., Ltd. (the
"Company") and ensure that the shareholders'	"Company") and ensure that the shareholders'
general meeting legitimately exercises its powers	general meeting legitimately exercises its
and functions, these Rules of Procedure are	powers and functions, these Rules of Procedure
formulated in accordance with the Company Law	are formulated in accordance with the Company
of the People's Republic of China (the "Company	Law of the People's Republic of China (the
Law"), the Securities Law of the People's	"Company Law"), the Securities Law of the
Republic of China (the "Securities Law"), the	People's Republic of China (the "Securities
Rules Governing the Listing of Securities on the	Law"), the Interim Measures for the
Stock Exchange of Hong Kong Limited (the "Hong	Administration of Overseas Securities Offering
Kong Listing Rules"), the Rules for the	and Listing by Domestic Enterprises, the
Shareholders' General Meetings of Listed	Guidelines on the Application of Regulatory
Companies, the Code of Corporate Governance	Rules – No. 1 for Overseas Offering and
for Listed Companies, the Rules Governing the	Listing, the Rules Governing the Listing of
Listing of Securities on the STAR Market of the	Securities on the Stock Exchange of Hong Kong
Shanghai Stock Exchange and other applicable	Limited (the "Hong Kong Listing Rules"), the
laws, regulations, rules and normative documents	Rules for the Shareholders' General Meetings of
(the "laws and regulations") as well as the Articles	Listed Companies, the Code of Corporate
of Association of Biocytogen Pharmaceuticals	Governance for Listed Companies, the Rules
(Beijing) Co., Ltd. (the Articles of Association).	Governing the Listing of Securities on the STAR
	Market of the Shanghai Stock Exchange and
	other applicable laws, regulations, rules and
	normative documents (the "laws and
	regulations") as well as the Articles of
	Association of Biocytogen Pharmaceuticals
	(Beijing) Co., Ltd. (the Articles of Association).

Original Articles	Revised Articles
Article 15 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 20 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting. The notice of the shareholders' general meeting shall be served on all shareholders (whether or not	Article 15 The convener of the shareholders' general meeting shall issue a written notice to all shareholders 21 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting. The notice of the shareholders' general meeting
such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement in accordance with the laws and regulations.	shall be served on all shareholders general meeting shall be served on all shareholders (whether or not such shareholders are entitled to vote at the shareholders' general meeting) in person or by prepaid mail. The address of the recipient shall be the address as shown in the register of members. Alternatively, the notice of shareholders' general meeting can be published on the website of the Company or
The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall, by any of the following means, be served 20 days prior to the convening of the annual general meeting or 15 days prior to the convening of the extraordinary general meeting:	the websites designated by the Hong Kong Stock Exchange in accordance with the applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. If, subject to the Company's Articles of Association, a notice shall be issued to holders of overseas listed foreign shares, the said notice shall also be
(I) to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;	published in such manner as stipulated by the Hong Kong Listing Rules. For holders of domestic shares, the notice of shareholders' general meeting may be published by way of an announcement-in accordance with the laws and regulations.
(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;	to be sent to each holder of overseas listed foreign shares in person or by mail to the registered address of each holder of overseas listed foreign shares;
(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.The periods of "20 days" and "15 days" shall not include the day on which the meeting is convened	(II) to be published on the website of the Company or the websites designated by the securities regulatory authority or stock exchange of the place where the shares of the Company are listed in accordance with the applicable laws, regulations and relevant listing rules;
but include the day on which the notice is issued.	(III) to be sent according to other requirements of the stock exchange of the place where the shares of the Company are listed and the Listing Rules.
	The periods of "21 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.

Article 16 Notices and supplementary notices of shareholders' general meetings shall adequately and completely disclose the particulars of all proposals, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non- executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.Article 16 Notices and supplementary notices of shareholders' general meetings and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served.Article 16 Notices and supplementary notices of all proposals, and provide all data or explanation nonecessary for the shareholders is be discussed. Where the opinions of an independent non - executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings.The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting.The accidental omission to give notice of a meeting to, or the failure to receive such notice, shall not invalidate the meeting.If the listing rules in the place where the stocks of the Company may (if a shareholder has so indicated) send only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, prov	Original Articles	Revised Articles
 and completely disclose the particulars of all proposals, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served. The accidental omission to give notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting. If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company may (if a shareholder s to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or 	Article 16 Notices and supplementary notices of	Article 16 Notices and supplementary notices of
 proposals, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served. The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting. If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English and Chinese versions, the Company may (if a shareholder to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its	shareholders' general meetings shall adequately	shareholders' general meetings shall adequately
 necessary for the shareholders to make reasonable judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served. The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting. If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or 	and completely disclose the particulars of all	and completely disclose the particulars of all
 judgment towards the matters to be discussed. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be provided when the notices or supplementary notices of shareholders' general meetings are served. The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting. If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, dispatch, issue, publish or provide by other means the relevant documents of the Company in both English text or only Chinese text to relevant shareholders to the extent permitted by the applicable laws and regulations, provided that the Company has made appropriate arrangements to determine whether its shareholders wish to receive only English text or 	proposals, and provide all data or explanation	proposals, and provide all data or explanation
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	arrangements to determine whether its	made appropriate arrangements to determine
only Chinese text. English text or only Chinese text.	shareholders wish to receive only English text or	whether its shareholders wish to receive only
	only Chinese text.	English text or only Chinese text.

Original Articles	Revised Articles
Article 17 If the election of directors or	Article 17 If the election of directors or
supervisors is proposed to be discussed at a	supervisors is proposed to be discussed at a
shareholders' general meeting, the notice of such	shareholders' general meeting, the notice of
meeting shall adequately disclose particulars of	such meeting shall adequately disclose
the candidates for directors or supervisors, which	particulars of the candidates for directors or
shall at least include:	supervisors, which shall at least include:
(I) personal particulars, including educational	(I) personal particulars, including educational
background, work experience, and part-time jobs;	background, work experience, and part-time
such ground, work experience, and part time jobs,	jobs;
(II) whether they are connected with the	
Company, its controlling shareholders or de facto	(II) whether they are connected with the
controllers;	Company, its controlling shareholders or de
	facto controllers;
(III) their shareholdings in the Company;	
(\mathbf{W}) - hoth as there are achieved to the gravither and of	(III) their shareholdings in the Company;
(IV) whether they are subject to the punishment of competent securities regulator and the penalty of	(IV) whether they are subject to the punishment
stock exchanges;	of the CSRC and other relevant departments and
stock exemulges,	the penalty of stock exchanges the punishment
Election of each candidate for director or	of the CSRC and other relevant departments
supervisor shall be conducted by separate	and the penalty of stock exchanges;
resolution.	
	(V) information of the directors or
	supervisors newly appointed, re-elected or
	re-designated required to be disclosed under
	the Hong Kong Listing Rules.
	Except for the election of directors and
	supervisors through cumulative voting, election
	of each candidate for director or supervisor shall
	be conducted by separate resolution.
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Original Articles	Revised Articles
Article 18 The notice of a shareholders' general meeting shall:	Article 18 The notice of a shareholders' general meeting shall:
(I) be made in writing;	(I) be made in writing;
(II) specify the venue, date and time of the meeting;	(II) specify the venue, date and time of the meeting;
(III) state the matters to be discussed at the meeting;	(III) state the matters to be discussed at the meeting;
(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;	(IV) specify the record date for shareholders entitled to attend the shareholders' general meeting;
(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;	(V) provide such information and explanation necessary for shareholders to exercise an informed judgment on the proposals to be discussed and shall include (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions eontemplated, and the causes and consequences of such proposals shall be properly explained;
(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;	(VI) disclose the nature and extent of the material interest, if any, of any director, supervisor, general manager and other senior management in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management as a Shareholder and the way in which such matter would affect other Shareholders of the same class;
(VII) contain the full text of any special resolution proposed to be passed at the meeting;(VIII) contain a statement explicitly stating that all shareholders are entitled to attend the	(VII) contain the full text of any special resolution proposed to be passed at the meeting;
shareholders' general meeting in person or by proxy and to vote on their behalf and that such proxies need not be a shareholder;	(VIII) contain a statement explicitly stating that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not be a shareholder;
(IX) specify the time and place for lodging proxy forms for voting at the meeting;	(IX) specify the time and place for lodging proxy forms for voting at the meeting;
(X) specify the name and telephone number of the contact person of the meeting;	(X) specify the name and telephone number of the contact person of the meeting.
(XI) specify the time and procedures for voting via the Internet or by other means;	

Original Articles	Revised Articles
Original Articles (XII) other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and the Articles of Association. The duration between the record date and the meeting date shall not surpass 7 business days. Once the record date is finalized, it may not be altered.	 (I) specify the time, venue and duration of the meeting; (II) state the matters and proposals to be deliberated at the meeting; (III) contain a statement explicitly stating that all holders of ordinary shares (including preferred shareholders with restored voting rights) are entitled to attend the shareholders' general meeting in person or by proxy and to vote on their behalf and that such proxies need not be a shareholder; (IV) specify the record date for shareholders entitled to attend the shareholders' general meeting; (V) specify the name and telephone number of the contact person of the meeting; (VI) specify the time and procedures for voting via the Internet or by other means; (VII) contain other information required by laws, regulations and the regulatory rules of the place where the shares of the Company are listed and these Articles of Association. The commencement time for voting via the Internet or by other means at the shareholders' general meeting shall not precede 3:00 PM on the day immediately preceding the physical shareholders' general
	meeting, and shall not exceed 9:30 AM on the day of the physical shareholders' general meeting. The termination time for voting shall not occur prior to 3:00 PM on the same day as the conclusion of the physical shareholders' general meeting. The duration between the record date and the meeting date shall not surpass 7 business days. Once the record date is finalized, it may not be altered.
Article 16 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or canceled and the proposals set out in the notice shall not be canceled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date.	Article 17 After the notice of the shareholders' general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall explain the reasons at least two working days prior to the original scheduled date. Where the listing rules of the stock exchange where the Company's shares are listed have any other provisions in respect of the aforesaid matters, such provisions shall prevail.

Original Articles	Revised Articles
Original ArticlesArticle 20 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting.A shareholders' general meeting shall be convened on-site at a venue and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:(I) the shareholder's rights to speak at the shareholders' general meeting;(II) the rights to demand by himself/herself or jointly with others in voting by way of poll;	Revised ArticlesArticle 20 The Company shall convene a shareholders' meeting at its domicile, the place as prescribed in the Articles of Association or other location as specified in the notice of meeting. A shareholders' general meeting shall be held at a place and time where as many shareholders as possible are present.A shareholders' general meeting shall be convened on-site at a venue or held in one or more locations as a hybrid meeting or electronic meeting, and shall facilitate the shareholders to attend the meeting by way of network or other safe, economical and convenient means as required by the laws, regulations and the Articles of Association. The shareholders that have participated in the meeting by the aforementioned means shall be deemed to have attended the meeting.Any shareholder may attend and vote at the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:(I) the shareholder's rights to speak at the shareholders' general meeting:
(I) the shareholder's rights to speak at the shareholders' general meeting;(II) the rights to demand by himself/herself or	such persons are shareholders) as his/her proxies to attend and vote on his/her behalf. And the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:
than one proxy, such proxies may only exercise their voting rights by poll.	 (II) the rights to demand by himself/herself or jointly with others in voting by way of poll; (III) the rights to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll. A hybrid meeting means a shareholders' general meeting at which (i) the shareholders and/or their proxies may attend by physical attendance at the principal meeting place and
	where applicable, one or more meeting locations, and (ii) the shareholders and/or their proxies may attend and participate virtually by electronic means.

Original Articles	Revised Articles
	If the shareholders remotely participate in
	the shareholders' general meeting through
	the Internet, video conferencing, electronic
	meeting or other means, they shall complete
	the registration and identity verification in
	accordance with the notice of the
	shareholders' general meeting in advance,
	send their personal information to the
	Company, and use the link and password
	provided by the Company to participate in
	the shareholders' general meeting. Without
	prejudice to the normal convening of the
	shareholders' general meeting, the board of
	directors and the chairman of the meeting
	shall arrange for shareholders who remotely
	participate in the shareholders' general
	meeting to speak and ask questions during the
	meeting. If the Company does not provide a
	voting system for shareholders who remotely
	participate in the shareholders' general
	meeting, shareholder who is unable to attend
	the shareholders' general meeting on-site may
	appoint his/her proxy to vote at the
	shareholders' general meeting on his/her
	behalf.
	Once the notice of a shareholders' general
	meeting has been issued, the venue of the
	on-site meeting shall not be changed without
	valid reasons. If a change of venue is
	necessary, the convener shall serve a notice on
	the shareholders make an announcement
	stating the reasons at least two working days
	prior to the date of the on-site meeting.
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Original Articles	Revised Articles
Article 24 All shareholders of the Company whose	Article 24 All shareholders of the Company
names appear in the register of shareholders as of	whose names appear in the register of
the record of or their proxies shall be entitled to	shareholders as of the record of or their proxies
attend the shareholders' general meeting, and	shall be entitled to attend the shareholders'
neither the Company nor the convener may refuse	general meeting, and neither the Company nor
for any reason.	the convener may refuse for any reason.
	A shareholder may either attend and vote at
	the shareholders' general meeting in person
	or appoint a proxy to attend, speak and vote
	on his/her behalf.
To be added	Article 28 When the shareholders' general
	meeting is convened, all members of the
	board of directors, supervisors, and the board
	secretary shall attend the meeting, while the
	general manager and other senior officers
	shall attend the meeting but without voting
	rights.
Article 39 A shareholders' general meeting shall	Article 39 A shareholders' general meeting shall
be presided over by the chairman of the board of	be presided over by the chairman of the board of
directors. If the chairman is unable or fails to	directors. If the chairman is unable or fails to
discharge his/her duties, half or more of the	discharge his/her duties, half or more of the
directors shall designate a director to preside over	directors shall designate a director to preside
the meeting. If no chairman of the meeting has	over the meeting.If no chairman of the meeting
been designated, the shareholders present shall	has been designated, the shareholders present
elect one person to be the chairman of the	shall elect one person to be the chairman of the
meeting. If for any reason the shareholders fail to	meeting. If for any reason the shareholders fail
elect a chairman, then the shareholder (including	to elect a chairman, then the shareholder
his proxy) present in person or by proxy who	(including his proxy) present in person or by
holds the largest number of shares carrying the	proxy who holds the largest number of shares
right to vote thereat shall be the chairman of the	earrying the right to vote thereat shall be the
meeting.	chairman of the meeting.

Original Articles	Revised Articles
Article 33 Where a shareholder has an interest in	Article 34 Where a shareholder has an interest in
a matter to be deliberated at the shareholders'	a matter to be deliberated at the shareholders'
general meeting, he/she shall abstain from voting,	general meeting, he/she shall abstain from
and the number of voting shares represented by	voting, and the number of voting shares
him/her shall not be counted in the total number of	represented by him/her shall not be counted in
voting shares. The resolution of the shareholders'	the total number of voting shares. The resolution
general meeting shall fully disclose the voting by	of the shareholders' general meeting shall fully
the unconnected shareholders.	disclose the voting by the unconnected
	shareholders.
	Before the convening of a shareholders' general meeting to deliberate on connected transactions, the Company shall ascertain the scope of connected shareholders in accordance with pertinent laws, regulations, and normative documents. Connected shareholders or their authorized representatives may attend the shareholders' general meeting and explicate their opinions during the proceedings. However, they must recuse themselves from voting when the vote is taken. A resolution on connected transactions shall be adopted by more than half of the voting shares held by unconnected shareholders present at the shareholders' general meeting. However, if the connected transaction involves matters that require approval by special resolution as stipulated in the Articles of Association, it shall be approved by not less than two-thirds of the voting rights held by the unconnected shareholders present at the shareholders'
	general meetings.
To be added	Article 35 When a shareholder (including
	his/her proxy) exercises his/her voting rights
	based on the number of voting shares which
	he/she represents, each share shall entitle
	him/her to one vote.

Original Articles	Revised Articles
Article 36 Cumulative voting refers to the practice	Article 36 Cumulative voting refers to the
where each share has voting rights equal to the	practice where each share has voting rights
number of directors or supervisors to be elected,	equal to the number of directors or supervisors
and the voting rights held by shareholders can be	to be elected, and the voting rights held by
aggregated.	shareholders can be aggregated. The election of
	directors and non-employee representative
	supervisors shall be determined in order
	based on the number of votes received, but
	the minimum number of votes for each
	elected person must exceed half of the total
	number of voting shares held by attending
	shareholders (including their proxies).
Article 38 The resolutions submitted to the	Article 40 The resolutions submitted to the
shareholders' general meeting of the Company	shareholders' general meeting of the
shall be voted by open ballot. However, subject to	Company shall be voted by open ballot. The
the requirements of the stock exchange in the	resolutions submitted to the shareholders'
place where the shares of the Company are listed,	general meeting of the Company shall be voted
the chairman of the meeting may, in accordance	by open ballot. However, subject to the
with the principle of good faith, allow resolutions	requirements of the stock exchange in the place
purely related to procedural or administrative	where the shares of the Company are listed, the
matters to be voted on by a show of hands.	chairman of the meeting may, in accordance
	with the principle of good faith, allow
	resolutions purely related to procedural or
	administrative matters to be voted on by a show
	of hands.
Article 39 Where a poll is demanded on the	Article 39 Where a poll is demanded on the
matters relating to the election of chairman or the	matters relating to the election of chairman or
adjournment of the meeting, a poll shall be taken	the adjournment of the meeting, a poll shall be
forthwith. Where a poll is demanded on any other	taken forthwith. Where a poll is demanded on
matter, it shall be taken at such time as the	any other matter, it shall be taken at such time as
chairman of the meeting may decide, and the	the chairman of the meeting may decide, and the
meeting may proceed to discuss other matters,	meeting may proceed to discuss other matters,
while the results of the poll shall still be regarded	while the results of the poll shall still be
as a resolution passed at that meeting.	regarded as a resolution passed at that meeting.
Article 40 When a poll is taken at a meeting, a	Article 40 When a poll is taken at a meeting, a
shareholder (including his/her proxy) entitled to	shareholder (including his/her proxy) entitled to
two or more votes need not cast all his/her votes in	two or more votes need not cast all his/her votes
the same way.	in the same way.
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Original Articles	Revised Articles
Article 42 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.	Article 42 The shareholders' general meeting held on-site shall not end earlier than the shareholders' general meetings otherwise held. The chairman of shareholders' general meeting shall announce the outcome and results of the vote on each proposal and announce whether each such proposal has been passed based on the results of the votes.
The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting. Until the formal announcement of the voting results, relevant parties, such as the companies, unter accurate comparison and a shareholders and	The chairman of the meeting shall decide whether or not a resolution of the shareholders' general meeting has passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting. Until the formal announcement of the voting
vote counters, scrutineers, major shareholders and Internet service provider, involved in the voting in person, via the Internet or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting.	results, relevant parties, such as the companies, vote counters, scrutineers and major shareholders, involved in the voting in person or in other ways at the shareholders' general meeting shall bear an obligation of confidentiality in respect of the voting. Article 49 If any resolution of a shareholders'
Article 49 Any resolution of the Company's shareholders' general meeting that contravenes laws and regulations shall be deemed invalid.	general meeting is in violation of the laws or administrative regulations, the shareholders shall be entitled to request the people's court
In no event shall the Company's controlling shareholders and de facto controllers restrict or	to invalidate such resolution.
obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they undermine the legitimate rights and interests of the Company and minority investors. If the convening procedure or voting method of a	In no event shall the Company's controlling shareholders and de facto controllers restrict or obstruct minority investors from exercising their voting rights in accordance with the law, nor shall they undermine the legitimate rights and interests of the Company and minority investors.
shareholders' general meeting is in violation of the laws, regulations or the Articles of Association, or if a resolution is in violation of the Articles of Association, the shareholders may request the people's court for revocation within 60 days after the resolution is made.	If the convening procedure or voting method of a shareholders' general meeting is in violation of the laws, regulations or the Articles of Association, or if a resolution is in violation of the Articles of Association, the shareholders shall be entitled to may request the people's court for revocation within 60 days after the resolution is made.
SECTION 5 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS	SECTION 5 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS
Article 50-57	Article 50-57

APPENDIX VII PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Comparison Table of Amendments to the Rules of Procedures for the Board of Directors Meeting after Listing on the SSE STAR MARKET

Original Articles	Revised Articles
Article 1 To clearly define the powers and	Article 1 To clearly define the powers and
responsibilities of the board of directors of	responsibilities of the board of directors of
Biocytogen Pharmaceuticals (Beijing) Co., Ltd.	Biocytogen Pharmaceuticals (Beijing) Co., Ltd.
(the "Company"), regulate the organization and	(the "Company"), regulate the organization and
conduct of the board of directors and ensure the	conduct of the board of directors and ensure the
board's efficiency and informed decision-making,	board's efficiency and informed decision-
these Rules of Procedure are formulated in	making, these Rules of Procedure are formulated
accordance with the Company Law of the People's	in accordance with the Company Law of the
Republic of China, the Securities Law of the	People's Republic of China, the Securities Law
People's Republic of China, the Rules Governing	of the People's Republic of China, the Interim
the Listing of Securities on the Stock Exchange of	Measures for the Administration of Overseas
Hong Kong Limited (the "Hong Kong Listing	Securities Offering and Listing by Domestic
Rules"), the Code of Corporate Governance for	Enterprises, the Guidelines on the Application
Listed Companies, the Rules Governing the	of Regulatory Rules – No. 1 for Overseas
Listing of Securities on the STAR Market of the	Offering and Listing, the Rules Governing the
Shanghai Stock Exchange and the Articles of	Listing of Securities on the Stock Exchange of
Association of Biocytogen Pharmaceuticals	Hong Kong Limited (the "Hong Kong Listing
(Beijing) Co., Ltd. (the "Articles of Association").	Rules"), the Code of Corporate Governance for
	Listed Companies, the Rules Governing the
	Listing of Securities on the STAR Market of the
	Shanghai Stock Exchange and the Articles of
	Association of Biocytogen Pharmaceuticals
	(Beijing) Co., Ltd. (the "Articles of
	Association").
Article 5 Meetings of the board of directors	Article 5 Meetings of the board of directors
include regular meetings and extraordinary	include regular meetings and extraordinary
meetings.	meetings.
The board of directors shall hold at least four	
regular meetings each year on a quarterly basis.	regular meetings each year on a quarterly basis.
The chairman of the board of directors shall	The chairman of the board of directors shall
convene and preside over regular board meetings,	convene and preside over regular board
and the board office shall give written notices to	meetings, and the board office shall give written
all directors and supervisors as well as the general	notices to all directors and supervisors as well as
manager and the board secretary at least 14 days	the general manager and the board secretary at
prior to the meetings.	least 14 days prior to the meetings.

PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Original Articles	Revised Articles
In the case of an extraordinary board meeting, the	An extraordinary board meeting may be
board office shall, in principle, give written	requested by shareholders holding more than
notices to all directors and supervisors as well as	one tenth of the total number of shares
the general manager and the board secretary at	carrying voting rights, more than one third of
least 5 days prior to the meeting. In urgent	the directors or the board of supervisors. The
situations necessitating the immediate convening	chairman of the board of directors shall
of an extraordinary board meeting, notices may be	convene and chair the board meeting within
circulated by phone calls or other verbal means,	ten days after receiving such request.
with the convener providing an explanation at the	
meeting.	In the case of an extraordinary board meeting,
	the board office shall, in principle, give written
Notices of board meetings may be delivered in	notices to all directors and supervisors as well as
person or by email, phone, mail or fax. If the	the general manager and the board secretary at
notices are not delivered in person, confirmation	least 5 days prior to the meeting. In urgent
shall be made by phone, and appropriate records	situations necessitating the immediate
shall be maintained.	convening of an extraordinary board meeting,
	notices may be circulated by phone calls or other
	verbal means, with the convener providing an
	explanation at the meeting.
	Notices of board meetings may be delivered in
	person or by email, phone, mail or fax. If the
	notices are not delivered in person, confirmation
	shall be made by phone, and appropriate records
	shall be maintained.
	The aforesaid notice period may be exempted at
	the discretion of the board of directors. A
	director who is present and raises no objection
	to the non- compliance of the requirements for
	notice before or at the commencement of the
	meeting shall be deemed to have received the
	notice of the meeting.

PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Original Articles	Revised Articles
Article 6 The board of directors shall convene an extraordinary meeting under any of the following circumstances:	Article 6 The board of directors shall convene an extraordinary meeting under any of the following circumstances:
(I) upon proposal by shareholders holding more than one-tenth of the voting shares;	(I) upon proposal by shareholders holding more than one-tenth of the voting shares;
(II) upon proposal by one-third or more of the directors jointly;	(II) upon proposal by one-third or more of the directors jointly;
(III) upon proposal by more than half of the independent directors;	(III) upon proposal by at least half of the independent directors;
(IV) upon proposal by the board of supervisors;	(IV) upon proposal by the board of supervisors;
(V) when deemed necessary by the chairman of the board;	(V) when deemed necessary by the chairman of the board;
(VI) upon proposal by the general manager;	(VI) upon proposal by the general manager;
(VII) when requested by the competent securities regulator;	(VII) when requested by the competent securities regulator;
(VIII) any other circumstance as specified in the Articles of Association.	(VIII) any other circumstance as specified in the Articles of Association.
Article 8 The written notice of a board meeting shall specify:	Article 8 The written notice of a board meeting shall specify:
(I) the date and venue of the meeting;	(I) the date and venue of the meeting;
(II) the form of convening the meeting;	(II) the form of convening the meeting;
(III) the agenda items (proposals);	(III) the agenda items (proposals);
(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;	(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;
(V) the meeting materials required for the directors to vote;	(V) the meeting materials required for the directors to vote;
(VI) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;	(V) the requirement for directors to attend in person or to appoint other directors to attend on their behalf;
(VII) the contact and contact information.	(VI) the contact and contact information.

PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Article 19 The chairman of the board meeting shall solicit clear opinions from the attending directors on each proposal. Where any director makes repeated speeches on the same proposal or speaks beyond the scope of the proposal, affects the speeches of other directors or hinders the normal process of the meeting, the chairman of the meeting shall promptly stop hin/her. Article 20 The directors shall carefully read the meeting materials and shall express well- informed, independent and discreet opinions. The directors may, before the meeting, learn and inquire about information needed for decision making from relevant individuals or organizations such as the board office, the convener of the meeting, the general manager and other senior officers, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the chairman that the aforesaid individuals or organizations make relevant explanations. Where the issues relating to profit distribution shall be resolved at the board meeting, the board organizations make relevant explanations. Where the issues relating to profit distribution shall be resolved at the board meeting, the board organizations make relevant explanations. Where the issues relating to profit distribution shall be resolved at the board meeting, the board organizations make relevant explanations. Where the issues relating to profit distribution shall be resolved at the board meeting, the board may submit the proposed distribution plan to the certified public accountants and request issuance of a draft audit report based on this plan (where other financial data except those concerning profit shall then request the certified public accountants to provide a formal audit report provide by the certified public accountants.	Original Articles	Revised Articles
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	report provided by the certified public	its decisions on other relevant matters in the
provided by the certified public accountants.	accountants.	regular reports on the formal audit report
		provided by the certified public accountants.

PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Original Articles	Revised Articles	
Article 21 After adequate discussion of the	Article 21 After adequate discussion of each	
proposals, the chairman shall ask the attending	proposals, the chairman shall ask the attending	
directors to vote on the proposals separately at	directors to vote-on the proposals separately at	
appropriate time.	appropriate time.	
Each attendant shall cast one vote, using paper ballots or by a show of hands.	Each attendant shall cast one vote, using paper ballots or by a show of hands.	
The voting intent of a director may be for, against or abstention. Every attending director shall choose one out of the aforesaid intents. Where any director does not make any option or makes two or more options, the chairman shall require the said director to make an option again, otherwise the said director shall be deemed to have abstained from voting; any director who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting. In the event that the aforementioned circumstances arise during a meeting held off site, the convener of the meeting or the secretary of the board may request the director in question to make an option again within a reasonable period. Failure to do so shall be deemed as abstention. When the numbers of votes for and against are	The voting intent of a director may be for, against or abstention. Every attending director shall choose one out of the aforesaid intents. Where any director does not make any option or makes two or more options, the chairman shall require the said director to make an option again, otherwise the said director shall be deemed to have abstained from voting; any director who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting. In the event that the aforementioned circumstances arise during a meeting held off site, the convener of the meeting or the secretary of the board may request the director in question to make an option again within a reasonable period. Failure to do so shall be deemed as	
equal, the chairman of the board of directors is	abstention.	
entitled to a casting vote.		
Where more than half of the standing dime.	When the numbers of votes for and against are	
Where more than half of the attending directors	equal, the chairman of the board of directors is	
consider that they cannot make judgments on relevant issues because the relevant proposal is	entitled to a casting vote.	
not clear or specific or the meeting materials are	Where more than half of the attending directors	
inadequate, the chairman shall require the meeting	Where more than half of the attending directors consider that they cannot make judgments on	
to defer voting on the said proposal. The director	relevant issues because the relevant proposal is	
proposing suspension of voting shall provide	not clear or specific or the meeting materials are	
definite requirements for the conditions to be met for resubmitting the said proposal for deliberation.	inadequate, the chairman shall require the meeting to defer voting on the said proposal. The director proposing suspension of voting	
	shall provide definite requirements for the conditions to be met for resubmitting the said	

proposal for deliberation.

PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Original Articles	Revised Articles
Article 22 After voting of the attending directors	Article 22 After voting of the attending directors
by casting paper ballots, the securities affairs	by casting paper ballots, the securities affairs
representative and relevant staff of the board	representative and relevant staff of the board
office shall promptly collect ballots cast by the	office shall promptly collect ballots cast by the
directors, which ballots shall be counted by the	directors, which ballots shall be counted by the
secretary of the board under the supervision of	secretary of the board-under the supervision of
other directors.	other directors.
Article 24 If the chairman has any doubts	Article 24 If the chairman has any doubts
concerning the result of the vote on any	concerning the result of the vote on any
resolution, he/she may organize a recount of the	resolution, he/she may organize a recount of the
number of votes cast. If the chairman does not	number of votes cast. If the chairman does not
conduct a recount of the votes and an attending	conduct a recount of the votes and an attending
director challenges the result of a vote announced	director challenges the result of a vote
by the chairman, the director has the right to	announced by the chairman, the director has the
demand a vote recount immediately following the	right to demand a vote recount immediately
announcement of the result, in which case the	following the announcement of the result, in
chairman shall promptly organize a recount of the	which case the chairman shall promptly organize
votes.	a recount of the votes.
	Where an independent director casts a dissenting vote or abstains from voting on board resolutions, he/she shall provide specific reasons and grounds, together with the information regarding the legality and compliance of the matters under deliberation, potential risks and impact on the Company and the rights of minority shareholders. Upon disclosing board resolutions, the Company shall also disclose the dissenting opinions of independent directors and incorporate them into the board resolution and minutes of the meeting.
Article 25 Board meetings shall be documented	Article 25 Board meetings shall be documented
with minutes and resolutions.	with minutes and resolutions. The opinions of
with minutes and resolutions.	independent directors shall be entered into
	the minutes of the meeting.
	the minutes of the meeting.

PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS MEETING

Original Articles	Revised Articles	
Article 28 Upon reaching a resolution, the board	Article 28 Upon reaching a resolution, the board	
shall either present the relevant matters or	shall either present the relevant matters or	
proposals for deliberation and approval at the	proposals for deliberation and approval at the	
shareholders' general meeting or delegate the	shareholders' general meeting or delegate the	
implementation of the resolution to the general implementation of the resolution to the		
manager for execution by the management team,	manager for execution by the management team,	
depending on the circumstances. The general	depending on the circumstances. The general	
manager is expected to report on the	manager is expected to report on the	
implementation to the board of directors. During	implementation to the board of directors. During	
the board's adjournment, the general manager may	the board's adjournment, the general manager	
directly report to the chairman of the board, and	may directly report to the chairman of the board,	
the secretary of the board shall be responsible for	and the secretary of the board shall be	
transmitting written reports to the directors.	responsible for transmitting written reports to	
	the directors.	
The chairman of the board is obligated to oversee		
the execution of the board's resolutions, review	The chairman of the board is obligated to	
their implementation, and provide updates on the	oversee the execution of the board's resolutions,	
execution of the established resolutions at review their implementation, and		
subsequent board meetings.	updates on the execution of the established	
	resolutions at subsequent board meetings.	

Comparison Table of the Amendments to the Rules of Procedures for the Supervisory Committee Meeting after Listing on the SSE STAR MARKET

Original Articles	Revised Articles	
Article 1 To clearly define the powers and responsibilities of the board of supervisors (the "board") of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Company"), regulate the organization and conduct of the board of directors and give full play to the board's supervisory and managerial role, these Rules of Procedure are formulated in accordance with the <i>Company Law</i> of the People's Republic of China, the Securities Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Stock Exchange of Hong Kong Limited, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange and other applicable laws, administrative regulations and normative documents (the "laws and regulations") as well as the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Articles of Association").	Article 1 To clearly define the powers and responsibilities of the board of supervisors (the "board") of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Company"), regulate the organization and conduct of the board of directors and give full play to the board's supervisory and managerial role, these Rules of Procedure are formulated in accordance with the <i>Company Law of the People's Republic of</i> <i>China</i> , the Securities Law of the People's <i>Republic of China</i> , the Interim Measures for <i>the Administration of Overseas Securities</i> <i>Offering and Listing by Domestic Enterprises</i> , the Guidelines on the Application of <i>Regulatory Rules – No. I for Overseas Offering</i> <i>and Listing</i> , the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange and other applicable laws, administrative regulations and normative documents (the "laws and regulations") as well as the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "Articles of Association").	
Article 9 The notice of a board meeting shall specify:	Article 9 The notice of a board meeting shall specify:	
(I) the time and venue of the meeting;	(I) the date, venue and duration of the meeting the time and venue of the meeting;	
 (II) the agenda items (proposals); (III) date of notice.; (IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal; (V) the meeting materials required for the supervisors to vote; 	(II) the reasons for holding the meeting and matters to be discussed the agenda items (proposals);	
	(III) date of notice;	
	(IV) the convener and presider of the meeting, proposer of the extraordinary meeting and his/her written proposal;	
(VI) the contact and contact information. A verbal notice of meeting shall specify, as a minimum, the information set out in the above paragraphs (I) and (II), together with an explanation on the situations necessitating the immediate convening	(V) the meeting materials required for the supervisors to vote;	
	(VI) the contact and contact information.	
of an extraordinary board meeting.	A verbal notice of meeting shall specify, as a minimum, the information set out in the above paragraphs (I) and (II), together with an explanation on the situations necessitating the immediate convening of an extraordinary board meeting.	

PROPOSED FURTHER AMENDMENTS TO RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE MEETING

Original Articles	Revised Articles
Article 18 Each attendant shall cast one vote, using paper ballots or by a show of hands.	Article 18 Each attendant shall cast one vote, using paper ballots or by a show of hands.
The voting intent of a supervisor may be for, against or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the chairman shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed to have abstained from voting; any supervisor who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting.	The voting intent of a supervisor may be for, against or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the chairman shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed to have abstained from voting; any supervisor who has left the meeting midway without coming back and has not made any option shall be deemed to have abstained from voting.
circumstances arise during a meeting held off site, the convener may request the supervisor in question to make an option or vote again within a reasonable period. Failure to do so shall be deemed as abstention.	In the event that the aforementioned circumstances arise during a meeting held off site, the convener may request the supervisor in question to make an option or vote again within a reasonable period. Failure to do so shall be deemed as abstention.
Resolutions of the board of supervisors shall be adopted by an affirmative vote of at least two- thirds of the supervisors.	Resolutions of the supervisory committee shall be adopted by an affirmative vote of at least half of the supervisors.
Article 23 Matters relating to the announcement of a resolution adopted by the board of supervisors shall be handled by the secretary of the board of directors in accordance with the relevant provisions of the stock exchange. Prior to the disclosure of the resolution announcement, the attending supervisors and attendees without voting rights, minute taker and attendants, among others, are obliged to keep the contents of the resolution confidential.	Article 23 Matters relating to the announcement of a resolution adopted by the board of supervisors shall be handled by the secretary of the board of directors in accordance with the relevant provisions of the stock exchange where the shares of the Company are listed. Prior to the disclosure of the resolution announcement, the attending supervisors and attendees without voting rights, minute taker and attendants, among others, are obliged to keep the contents of the resolution confidential.
Article 24 The supervisors is obligated to oversee the execution of the board's resolutions. The chairman of the board shall provide updates on the execution of the established resolutions at subsequent board meetings.	Article 24 The supervisors is obligated to oversee the execution of the board's resolutions. The chairman of the board shall provide updates on the execution of the established resolutions at subsequent board meetings.
Article 26 Matters required to be dealt with in a resolution of the board of supervisors shall be submitted by the board of supervisors to the shareholders' general meeting for arrangement of execution in accordance with the relevant provisions of the Company.	Article 26 Matters required to be dealt with in a resolution of the board of supervisors shall be submitted by the board of supervisors to the shareholders' general meeting for arrangement of execution in accordance with the relevant provisions of the Company.

CANDIDATES FOR EXECUTIVE DIRECTORS

Dr. Shen Yuelei (沈月雷), aged 53, is one of the founders of the Company and its subsidiaries (together, the "Group"). Dr. Shen joined the Company as a Director and manager in November 2009 and is currently serving as chairman of the Board and general manager of the Company, and as an executive Director of the Company. Dr. Shen is responsible for the overall strategic planning of the Group and supervises and oversees the management of the business. Dr. Shen is the chairperson of our strategy development committee (the "Strategy Development Committee") and a member of our nomination committee (the "Nomination Committee") of the Company.

Dr. Shen possesses extensive experience in managing biotechnology companies and strategic planning. He has served for many years at the subsidiaries, including those as set out below:

Name of company	Position	Period of service
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖 (北京)生物工程有限公司)	Chairman of the board, director and manager	Since June 2014
Biocytogen Jiangsu Co., Ltd. (百 奧賽圖江蘇基因生物技術有限公 司)	Chairman of the board, director and general manager	Since October 2014
Haimen Hechuang Animal Experiment Technology Co., Ltd (海門合創動物實驗科技有限 公司)	Executive director	Since February 2016
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有 限公司)	General manager and executive director	Since August 2021
	Director	From March 2018 to September 2020
	Chairman of the board	From September 2020 to August 2021
BIOCYTOGEN BOSTON CORP	President and director	Since June 2018
Maple Veterinary Hospital (Beijing) Co., Ltd. (楓葉寵物醫 院(北京)有限公司)	Executive director and manager	Since March 2020
Biocytogen (Shanghai) Pharmaceutical Technology Co. Ltd. (百奧賽圖(上海)醫藥科 技有限公司)	Executive director and general manager	Since May 2022
Biocytogen Europe Innovation Center GmbH	Chairman of the board and general manager	Since December 2022

Dr. Shen served as a technician of the China Pharmaceutical and Biological Products Control Institute (中國藥品生物製品檢定所) from July 1995 to May 1997. From March 2004 to October 2008, he was a post-doctoral researcher at the Howard Hughes Medical Institute of the New York University.

Dr. Shen graduated from Wuhan University (武漢大學) in the PRC with a bachelor's degree in virology in July 1992 and from the National Institutes for Food and Drug Control (中國食品藥品檢定研究院) (formerly known as the National Institute for the control of Pharmaceutical and Biological Products (中國藥品生物製品檢定所)) in the PRC with a master's degree in immunology in July 1995. From June 1997 to June 2003, he studied immunology and virology under the biomedical sciences doctor of philosophy program at the graduate school of biomedical sciences at the University of Massachusetts at Worcester in the United States, and was conferred with a doctor of philosophy degree in June 2004.

Dr. Shen was the founding member and manager of BIOCYTOGEN, LLC, a company incorporated in the U.S., and a wholly owned subsidiary of the Company prior to its voluntary deregistration on June 30, 2021. BIOCYTOGEN, LLC was engaged in the selling of the Group's gene editing services. Dr. Shen confirmed that (i) BIOCYTOGEN, LLC was insolvent immediately prior to its deregistration with substantially all of its then indebtedness owed to the other entities within the Group; (ii) he is not aware of any actual or potential claim which has been or could potentially be made against him as a result of the deregistration of BIOCYTOGEN, LLC; and (iii) there was no wrongful act on his part leading to the deregistration of BIOCYTOGEN, LLC.

Dr. Ni Jian (倪健), aged 52, is one of our founders, our executive Director and is primarily responsible for overseeing our Group's operations and management. Dr. Ni joined our Company as a Director and legal representative in November 2009. Dr. Ni is a member of our remuneration and evaluation committee (the "**Remuneration and Evaluation Committee**") of the Company.

Dr. Ni possesses extensive experience in operating and managing biotechnology companies. She has served for many years at our subsidiaries, including those as set out below:

Name of company	Position	Period of service
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖 (北京)生物工程有限公司)	Director	From June 2014 to May 2023
Biocytogen Jiangsu Co., Ltd. (百 奧賽圖江蘇基因生物技術有限公 司)	Director	From October 2014 to May 2023
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有限公 司)	Chairman of the board	From February 2018 to September 2020
	Director and general manager	From February 2018 to August 2021

Name of company	Position	Period of service
EUCURE BIOPHARMA BOSTON CORP	President, Director, treasurer and secretary	Since May 2018
BIOCYTOGEN BOSTON CORP.	Treasurer and Secretary	Since June 2018

Dr. Ni joined the Department of Pharmacy at Brigham and Women's Hospital, a teaching affiliate of Harvard Medical School, as a senior pharmacist in September 2009. In September 2016, she was appointed as a director of Eucure Biopharma Co., Ltd, Youhoe Biopharma Inc. and Youhoe Biopharma Limited, both of which are holding companies without any interest in our Company.

Dr. Ni served as a biochemical technician at the China Institute for the Control of Pharmaceutical and Biological Products (中國藥品生物製品檢定所) in the PRC from October 1993 to November 1997. From December 2004 to June 2007, she was a pharmacist at New York University Langone Health in the United States. From June 2007 to June 2008, she was a resident pharmacist in West Virginia University Hospital's Inpatient Pharmacy in the United States. From August 2008 to August 2009, she served as a resident pharmacist at the Dana-Farber Cancer Institute, which is affiliated to the Harvard Medical School in the United States. She then served as an adjunct professor in the School of Pharmacy at the Massachusetts College of Pharmacy and Health Sciences in the United States from September 2014 to April 2018. Since May 2020, she has been a partner of Eucure Evergreen.

In May 2004, she received a doctorate degree in pharmacy from the Massachusetts College of Pharmacy and Health Sciences in the United States. In October 2020, she obtained her master's degree in public health from Columbia University in the United States.

Dr. Zhang Haichao (張海超), aged 43, is our executive Director and senior operation director of animal center, and is primarily responsible for overseeing our Group's operations and management and animal model business line. Dr. Zhang joined our Company in December 2009 and served as the head of the department of molecular biology till March 2012. From March 2012 to October 2015, Dr. Zhang was the marketing director of our Company. From September 2015 to July 2019, she was a supervisor of our Company. She has served as an executive Director since July 24, 2019.

Name of company	Position	Period of service
Biocytogen Jiangsu Co., Ltd. (百 奧賽圖江蘇基因生物技術有限公 司)	Supervisor	From October 2014 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖 (北京)生物工程有限公司)	Supervisor	From October 2014 to May 2023
Eucure (Beijing) Biopharma	Director	From September 2020

Dr. Zhang also held various positions at our subsidiaries, including those as set out below:

限公司) Dr. Zhang obtained a bachelor's degree in biochemistry from Hebei Normal University (河北師範大學) in the PRC in June 2004. In June 2011, she obtained a doctorate degree in

Chinese medicine from China Pharmaceutical University (中國藥科大學) in the PRC.

to August 2021

CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Co., Ltd (祐和醫藥科技(北京)有

Mr. Wei Yiliang (魏義良), aged 52, is our non-executive Director. Mr. Wei is primarily responsible for overseeing our Group's operations and management. Mr. Wei joined our Company as a Director in September 2015. Mr. Wei is a member of the Strategy Development Committee and audit committee (the "Audit Committee") of the Company.

Mr. Wei possesses extensive experience in operating and managing biotechnology companies. He served for many years at our subsidiaries, including those as set out below:

Name of company	Position	Period of service
Biocytogen Jiangsu Co., Ltd. (百 奧賽圖江蘇基因生物技術有限公 司)	Director	From December 2015 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖 (北京)生物工程有限公司)	Director	From January 2016 to May 2023
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有 限公司)	Director	From December 2016 to August 2021

Mr. Wei has been serving as a director and general manager of SDIC Venture Capital Co., Ltd (國投創業投資管理有限公司) since February 2016. From September 1998 to January 2016, he worked in the China SDIC High-tech Industry Investment Corporation (中國國投高新產業 投資有限公司, formerly known as China High-tech Investment Group (中國高新投資集團公 司)) whose wholly-owned subsidiary High-Tech Investment Development Co., Ltd. (高新投資 發展有限公司) was an investor shareholder of our Company, primarily engaging in investments management.

Mr. Wei obtained a bachelor's degree in mechanical engineering from Northwest Institute of Light Industry (西北輕工業學院) in the PRC in July 1993, and a doctorate degree in finance from the Chinese Academy of Fiscal Sciences (中國財政科學研究院) (formerly known as the Research Institute for Fiscal Science of the Ministry of Finance (財政部財政科學研究所)) in the PRC in June 2009.

Dr. Zhou Kexiang (周可祥), aged 59, is our non-executive Director and is primarily responsible for overseeing our Group's operations and management. Dr. Zhou joined our company as a Director in March 2018. Dr. Zhou is a member of the Strategy Development Committee.

Dr. Zhou also held various positions at our subsidiaries, i	including those as set out below:
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Name of company	Position	Period of service
Eucure (Beijing) Biopharma Co., Ltd (祐和醫藥科技(北京)有 限公司)	Director	From February 2018 to August 2021
Biocytogen Jiangsu Co., Ltd. (百 奧賽圖江蘇基因生物技術有限公 司)	Director	From December 2018 to May 2023
Biocytogen (Beijing) Biological Engineering Co., Ltd (百奧賽圖 (北京)生物工程有限公司)	Director	From May 2019 to May 2023

Dr. Zhou has been a general manager and director of the equity investment department of CMBI Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司) since December 2015, responsible for equity investment. Furthermore, he is currently a director of Jiangsu China Merchants Bank Industrial Fund Management Co., Ltd. (江蘇招銀產業基金管理 有限公司). Since November 2022, he has been serving as a director of China Merchants Bank International Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司), a director and general manager of China Merchants Bank Financial Holdings (Shenzhen) Co., Ltd. (招銀國際金融控股(深圳)有限公司).

Dr. Zhou is currently serving as a non-executive director of Apollomics Inc.. As Dr. Zhou is not involved in the daily management an operation of our Company and of Apollomics Inc. given his non-executive roles in both companies as an investor board representative, the directorship held by Dr. Zhou in Apollomics would not give rise to any material competition issue under Rule 8.10 of the Listing Rules.

Dr. Zhou received his Bachelor of Science degree in military medicine from Southern Medical University (南方醫科大學, formerly known as First Military Medical University (第 一軍醫大學)) in China in July 1984, and his M.D. and Ph.D. degrees from Peking University Health Science Center (北京大學醫學部, formerly known as Beijing Medical College (北京醫 科大學)) in China, as recognized by the Academic Degree Evaluation Committee (學位評定委 員會) of Peking University Health Science Center in July 1990 and June 1993.

Ms. Zhang Leidi (張蕾娣), aged 43, holds a master's degree in finance from Guanghua School of Management of Peking University (北京大學光華管理學院). From July 2003 to September 2011, she worked as a consultant, senior consultant and project manager at Roland Berger Strategy Consultants. From October 2011 to September 2016, she has worked as an investment director and senior investment director of the direct investment department of China Life Investment Holdings Limited (國壽投資控股有限公司). She has served as the managing director, head of management committee and head of China Life Equity Investment Limited (國壽股權投資有限公司) since October 2016.

APPENDIX IX-B BIOGRAPHY OF INDEPENDENT NON-EXECUTIVE DIRECTOR CANDIDATES

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hua Fengmao (華風茂) aged 55, joined our Company and was appointed as an independent non-executive Director in July 2021. He is primarily responsible for providing independent opinion and judgment to the Board. Mr. Hua is the chairperson of the Remuneration and Evaluation Committee and a member of the Audit Committee and the Nomination Committee.

Mr. Hua has been the chairman of China Finance Strategies Investment Holdings Ltd. (中國金融策略投資控股有限公司) since August 2014. He has also served as the chief executive officer of ChemPartner PharmaTech Co., Ltd. (睿智醫藥科技股份有限公司) ("Chempartner"), a contract research organization company that is involved in pharmaceutical research and development and listed on the Shenzhen Stock Exchange (stock code: 300149), since July 2021. Since August 2021, he has been a director of Chempartner. As Mr. Hua is not involved in the daily management and operation of our Company and given his non-executive role in our Company, the chief executive officer and a director role held by Mr. Hua in Chempartner would not give rise to any material competition issue under Rule 8.10 of the Listing Rules. From July 2003 to October 2005, Mr. Hua was a licensed representative of CITIC CLSA Capital Markets Co., Ltd. From April 2008 to August 2014, Mr. Hua worked at BOCOM International Holdings Company Limited (交銀國際控股有限公司), a financial services company listed on the Hong Kong Stock Exchange (stock code: 3329), and his last position was managing director in the private equity department. From July 2018 to April 2021, Mr. Hua was the chief financial officer of Viva Biotech Holdings Limited (維亞生物科技(上海) 有限公司) ("Viva Biotech"), a biotechnology company that provides drug discovery services and is listed on the Hong Kong Stock Exchange (stock code: 1873). From July 2018 to June 2021, he was an executive director of Viva Biotech. From November 2020 to June 2021, he was the chairman of the board of directors of Zhejiang Langhua Pharmaceutical Co., Ltd. (浙江朗 華製藥有限公司). Since July 21, 2021, Mr. Hua has been appointed as an independent non-executive director of Shanghai NewMed Medical Co., Ltd. (上海紐脈醫療科技股份有限公 司), an applicant seeking to list on the Main Board of the Hong Kong Stock Exchange. He has been an independent non-executive director of Sirnaomics Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 2257), and of Lepu Biopharma Co., Ltd. (樂普生物科技股 份有限公司), a biopharmaceutical company listed on the Hong Kong Stock Exchange (stock code: 2157), since December 2021. He has also been an independent non-executive director of Ferretti S.p.A., a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 9638), since December 2021.

Mr. Hua obtained his bachelor's degree in English from Shanghai International Studies University (上海外國語大學) in the PRC in July 1989, and a master's degree in business administration from the International University of Japan (國際大學) in Japan in June 1997.

Dr. Yu Changyuan (喻長遠), aged 61, joined our Company and was appointed as an independent non-executive Director in December 2020. He is primarily responsible for providing independent opinion and judgment to the Board. Dr. Yu is the chairperson of our nomination committee and a member of our audit committee and remuneration and evaluation committee.

Dr. Yu has been a professor at the School of Life Science and Technology, Beijing University of Chemical Engineering Technology (北京化工大學生命科學與技術學院) since March 2005, and an independent director of Beijing Yiqiao Shenzhou Technology Co., Ltd. (北京義翹神州科技股份有限公司), a biotechnology company listed on the Shenzhen Stock Exchange (stock code: 301047), since March 2020. From August 2002 to December 2004, he was a post-doctoral researcher at the China Academy of Traditional Chinese Medicine (中國中醫研究院).

In May 1990, Dr. Yu obtained a master's degree in medicine from the School of Traditional Chinese Medicine at Shaanxi University (陜西中醫學院) in the PRC. In July 2002, he obtained a doctorate degree in medicine from Xiangya Medical College of Central South University (中南大學湘雅醫學院) in the PRC.

Ms. Liang Xiaoyan (梁曉燕), aged 57, joined our Company and was appointed as an independent non-executive Director in December 2020. She is primarily responsible for providing independent opinion and judgment to the Board. Ms. Liang is the chairperson of the Audit Committee and a member of the Nomination Committee and the Remuneration and Evaluation Committee.

Ms. Liang has been a partner of the accounting firm ShineWing Certified Public Accountants (信永中和會計師事務所) in Beijing, PRC since November 2000 and an independent non-executive director of EFORT Intelligent Equipment Co Ltd (埃夫特智能裝備 股份有限公司), a company principally engaged in the manufacture of industrial robots that is listed on the Shanghai Stock Exchange (stock code: 688165), from June 2019 to September 2023. Since December 2018, she has been a director of Beijing Rongce Financial Consulting Co., Ltd. (北京融策財經顧問有限責任公司).

Ms. Liang obtained a bachelor's degree in economics from the Central University of Finance and Economics (中央財經大學, formerly known as 中央財政金融學院) in the PRC in June 1988. In July 1999, she obtained a postgraduate degree in accounting in the PRC as recognized by the Academic Degree Evaluation Committee (學位評定委員會). Ms. Liang is a member of the Beijing Institute of Certified Public Accountants (北京註冊會計師協會).

APPENDIX X BIOGRAPHY OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR CANDIDATES

CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

Ms. Li Yan (李妍), aged 34, joined our Group in December 2009 and has been a Supervisor of our Company since July 2019. She was appointed as chairman of our Supervisory Committee in December 15, 2020 and has been the director of the president's office since July 2015. From March 2013 to July 2015, Ms. Li served as office director of our Company. From July 2012 to March 2013, Ms. Li was head of office of our Company.

Ms. Li has been a supervisor of Maple Veterinary Hospital (Beijing) Co., Ltd (楓葉寵物 醫院(北京)有限公司) since March 2020 and of Eucure (Beijing) since September 2020. She has served as a supervisor of Biocytogen (Beijing) Biological Engineering Co., Ltd and Biocytogen Jiangsu Co., Ltd. since May 2023.

Ms. Li obtained a bachelor's degree in accounting from Renmin University of China (中國人民大學) in the PRC in January 2014.

Dr. Yao Jiawei (姚佳維), aged 40, joined the Company in June 2012. He currently is the senior director of the gene editing department. Dr. Yao received a master's degree in Biological Engineering from Tianjin University (天津大學) in June 2008 and a doctor's degree in pharmaceutical engineering from Tianjin University in June 2012.



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD. 百奧賽圖(北京)醫藥科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 2315)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the "**EGM**") of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "**Company**") will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online at 10:00 a.m. on Tuesday, December 12, 2023 for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

- 1. To consider and approve the amendments to the existing articles of association of the Company.
- 2. To consider and approve the further amendments to the articles of association which will take effect upon completion of the proposed Issue of A Shares.
- 3. To consider and approve the amendments to each of the existing rules of procedures:
 - 3.1. To consider and approve the proposed amendments to "Rules of Procedures for Shareholders' General Meeting";
 - 3.2. To consider and approve the proposed amendments to "Rules of Procedures for the Board of Directors Meeting"; and
 - 3.3. To consider and approve the proposed amendments to "Rules of Procedures for the Supervisory Committee Meeting".
- 4. To consider and approve the further amendments to each of the rules of procedures which will take effect upon completion of the proposed Issue of A Shares:
 - 4.1. To consider and approve the proposed further amendments to "Rules of Procedures for Shareholders' General Meeting";

- 4.2. To consider and approve the proposed further amendments to "Rules of Procedures for the Board of Directors Meeting"; and
- 4.3. To consider and approve the proposed further amendments to "Rules of Procedures for the Supervisory Committee Meeting".

ORDINARY RESOLUTIONS

- 5. To consider and approve the proposed guarantee for subsidiaries of the Company:
 - 5.1 To consider and approve the proposed guarantee in relation to the application for a RMB60 million consolidated credit facility by Biocytogen Jiangsu Co., Ltd. (百奧賽圖江蘇基因生物技術有限公司) from Bank of Nanjing; and
 - 5.2 To consider and approve the proposed guarantees involved in credit applications to banks by other subsidiaries.
- 6. To consider and approve the proposed election of the following directors as directors for the second session of the board of directors of the Company:
 - 6.1. To consider and approve the proposed election of Dr. Shen Yuelei as an executive director of the Company;
 - 6.2. To consider and approve the proposed election of Dr. Ni Jian as an executive director of the Company;
 - 6.3. To consider and approve the proposed election of Dr. Zhang Haichao as an executive director of the Company;
 - 6.4. To consider and approve the proposed election of Mr. Wei Yiliang as a non-executive director of the Company;
 - 6.5. To consider and approve the proposed election of Dr. Zhou Kexiang as a non-executive director of the Company;
 - 6.6. To consider and approve the proposed election of Ms. Zhang Leidi as a non-executive director of the Company;
 - 6.7. To consider and approve the proposed election of Mr. Hua Fengmao as an independent non-executive director of the Company;
 - 6.8. To consider and approve the proposed election of Dr. Yu Changyuan as an independent non-executive director of the Company; and

- 6.9. To consider and approve the proposed election of Ms. Liang Xiaoyan as an independent non-executive director of the Company.
- 7. To consider and approve the proposed election of the following non-employee representatives supervisors as non-employee representatives supervisors for the second session of the supervisory committee of the Company:
 - 7.1. To consider and approve the proposed election of Ms. Li Yan as a nonemployee representatives supervisor of the Company; and
 - 7.2. To consider and approve the proposed election of Dr. Yao Jiawei as a non-employee representatives supervisor of the Company.

Yours faithfully, Biocytogen Pharmaceuticals (Beijing) Co., Ltd. Shen Yuelei

Chairman of the Board, Chief Executive Officer and Executive Director

Hong Kong, November 23, 2023

Notes:

1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular (the "**Circular**") of the Company dated November 23, 2023.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

Registered Shareholders will be able to attend the EGM, vote and submit questions online via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose H Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the "Intermediary") and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company's H Share Registrar, Tricor Investor Services Limited.

- 2. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, December 7, 2023 to Tuesday, December 12, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), for registration not later than 4:30 p.m. on Wednesday, December 6, 2023.
- 3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
- 5. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), or via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letters sent by the Company (for all Shareholders) as soon as possible and in any event no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjournment thereof, should they so wish.
- 6. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- 7. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD. 百奧賽圖(北京)醫藥科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 2315)

NOTICE OF THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 second class meeting of H shareholders (the "**Class Meeting of H Shareholders**") of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "**Company**") will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online immediately after the conclusion of the EGM on Tuesday, December 12, 2023 for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

- 1. To consider and approve the amendments to the existing articles of association of the Company.
- 2. To consider and approve the further amendments to the articles of association which will take effect upon completion of the proposed Issue of A Shares.
- 3. To consider and approve the amendments to each of the existing rules of procedures:
 - 3.1. To consider and approve the proposed amendments to "Rules of Procedures for Shareholders' General Meeting";
 - 3.2. To consider and approve the proposed amendments to "Rules of Procedures for the Board of Directors Meeting"; and
 - 3.3. To consider and approve the proposed amendments to "Rules of Procedures for the Supervisory Committee Meeting".

NOTICE OF THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS

- 4. To consider and approve the further amendments to each of the rules of procedures which will take effect upon completion of the proposed Issue of A Shares:
 - 4.1. To consider and approve the proposed further amendments to "Rules of Procedures for Shareholders' General Meeting";
 - 4.2. To consider and approve the proposed further amendments to "Rules of Procedures for the Board of Directors Meeting"; and
 - 4.3. To consider and approve the proposed further amendments to "Rules of Procedures for the Supervisory Committee Meeting".

Yours faithfully, Biocytogen Pharmaceuticals (Beijing) Co., Ltd. Shen Yuelei Chairman of the Board, Chief Executive Officer and Executive Director

Hong Kong, November 23, 2023

NOTICE OF THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS

Notes:

- 1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular (the "**Circular**") of the Company dated November 23, 2023.
- 2. Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the Class meeting of H Shareholders) for the proxy to receive the login access code to participate online in the e-Meeting System. Registered Shareholders will be able to attend the Class meeting of H Shareholders, vote and submit questions online via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letter sent by the Company. Non-registered holders whose H Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the "Intermediary") and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to them by the Company's H Share Registrar, Tricor Investor Services Limited.
- 3. For the purpose of determining the entitlement to attend and vote at the Class Meeting of H Shareholders, the register of members of the Company will be closed from Thursday, December 7, 2023 to Tuesday, December 12, 2023 (both days inclusive), during which period no transfer of shares will be registered. In order for H Shareholders to be eligible to attend and vote at the Class Meeting of H Shareholders, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, December 6, 2023.
- 4. Shareholders who are entitled to attend and vote at the Class Meeting of H Shareholders may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
- 6. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting at the Class Meeting of H Shareholders or any adjournment thereof, should they so wish.
- 7. All resolutions at the Class Meeting of H Shareholders will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
- 8. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC AND UNLISTED SHAREHOLDERS



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD. 百奧賽圖(北京)醫藥科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 2315)

NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC AND UNLISTED SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 second class meeting of Domestic and Unlisted Shareholders (the "**Class Meeting of Domestic and Unlisted Shareholders**") of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "**Company**") will be held with the combination of a physical meeting at the conference room of 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC and a virtual meeting online immediately after the conclusion of the Class Meeting of H Shareholders on Tuesday, December 12, 2023 for the following purposes of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

- 1. To consider and approve the amendments to the existing articles of association of the Company.
- 2. To consider and approve the further amendments to the articles of association which will take effect upon completion of the proposed Issue of A Shares.
- 3. To consider and approve the amendments to each of the existing rules of procedures:
 - 3.1. To consider and approve the proposed amendments to "Rules of Procedures for Shareholders' General Meeting";
 - 3.2. To consider and approve the proposed amendments to "Rules of Procedures for the Board of Directors Meeting"; and
 - 3.3. To consider and approve the proposed amendments to "Rules of Procedures for the Supervisory Committee Meeting".

NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC AND UNLISTED SHAREHOLDERS

- 4. To consider and approve the further amendments to each of the rules of procedures which will take effect upon completion of the proposed Issue of A Shares:
 - 4.1. To consider and approve the proposed further amendments to "Rules of Procedures for Shareholders' General Meeting";
 - 4.2. To consider and approve the proposed further amendments to "Rules of Procedures for the Board of Directors Meeting"; and
 - 4.3. To consider and approve the proposed further amendments to "Rules of Procedures for the Supervisory Committee Meeting".

Yours faithfully, Biocytogen Pharmaceuticals (Beijing) Co., Ltd. Shen Yuelei Chairman of the Board, Chief Executive Officer and

Executive Director

Hong Kong, November 23, 2023

NOTICE OF THE 2023 SECOND CLASS MEETING OF DOMESTIC AND UNLISTED SHAREHOLDERS

Notes:

- 1. Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular (the "**Circular**") of the Company dated November 23, 2023.
- Domestic and Unlisted Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the class meeting of Domestic and Unlisted Shareholders) for the proxy to receive the login access code to participate online in the e-Meeting System.

Domestic and Unlisted Shareholders will be able to attend the class meeting of Domestic and Unlisted Shareholders, vote and submit questions online via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letter sent by the Company.

- 3. Shareholders who are entitled to attend and vote at the Class Meeting of Domestic and Unlisted Shareholders may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
- 5. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited to the Company's registered office at 12 Baoshen South Street, Daxing Bio-Medicine Industry Park, Daxing District, Beijing, PRC (for the Domestic and Unlisted Shareholders), or via the designated URL (https://spot-emeeting.tricor.hk) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event no later than 10:00 a.m. on Monday, December 11, 2023 (Hong Kong time) or no less than 24 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting at the Class Meeting of Domestic and Unlisted Shareholders or any adjournment thereof, should they so wish.
- 6. All resolutions at the Class Meeting of Domestic and Unlisted Shareholders will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
- 7. References to time and dates in this notice are to Hong Kong time and dates.