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CHINA ISOTOPE & RADIATION CORPORATION

中國同輻股份有限公司

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

(Stock Code: 1763)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING AND THE RULES OF PROCEDURES FOR THE BOARD

The board (the “**Board**”) of directors (the “**Directors**”) of China Isotope & Radiation Corporation (the “**Company**”) wishes to announce that the Board has considered and approved the resolutions on the proposed amendments (collectively referred to as the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”), the rules of procedures of the shareholders’ general meeting of the Company (the “**Rules of Procedures of the Shareholders’ General Meeting**”) and the rules of procedures for the Board of the Company (the “**Rules of Procedures for the Board**”).

On 17 February 2023, the State Council of the People’s Republic of China and the China Securities Regulatory Commission (the “**CSRC**”) issued the Decision of the State Council on Repealing Certain Administrative Rules and Documents (《國務院關於廢止部分行政法規和文件的決定》) and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) respectively, which became effective from 31 March 2023 (the “**PRC Regulatory Changes**”). On the same date that the above new regulations came into effect, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (the “**Mandatory Provisions**”) were repealed.

In light of the above PRC Regulatory Changes, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) also issued a consultation paper Proposed Amendments to the Listing Rules in light of the New Regulation in Mainland China and other amendments to the provisions relating to PRC issuers on 24 February 2023 and issued a consultation conclusion on 23 July 2023 (collectively referred to as the “**Consultation Documents**”) setting out the corresponding amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), which became effective on 1 August 2023, where the Stock Exchange (a) removed the class meeting requirements and other relevant requirements in relation to the issuance and repurchase of shares by issuers from the People’s Republic of China (the “**PRC**”); (b) abolished Appendix 13D to the Listing Rules which requires the articles of association of a PRC issuer to include the Mandatory Provisions and other ancillary provisions; (c) amended Chapter 9 and Chapter 19A of the Listing Rules to reflect the filing system of the CSRC; (d) deleted the provisions on the solution in form of arbitration of disputes involving holders of H shares as required by the Mandatory Provisions; and (e) amended other Listing Rules to address issues arising from the different classes of domestic shares and H shares.

As a result of the PRC Regulatory Changes, the domestic shares and H shares are of the same class of ordinary shares under the PRC laws and holders of domestic shares and H shares are no longer deemed to be shareholders of different classes, and as a result, the substantive rights (including rights to voting, dividends and distributions of assets on a winding up) attached to these two classes of shares are identical. According to the Consultation Documents, the removal of the class meeting requirements would not prejudice the protection of the H shareholders, and the removal of the class meeting is consistent with the existing arrangements of non-PRC issuers with dual listing on the stock exchange of PRC and the Stock Exchange, there is no requirement under the PRC regulations (and the Listing Rules) that shares listed on different exchanges shall be regarded as different classes of shares. In addition, the Stock Exchange has stated in its Consultation Documents that it considers the arbitration rules to be unnecessary, and that the deletion of such requirements would bring it in line with the provisions of the Listing Rules applicable to overseas issuers without similar arbitration rules. The Consultation Paper emphasizes that following the removal of the provisions of arbitration, shareholders of a PRC issuer may exercise their rights under the articles of association, like shareholders of other overseas issuers. In particular, they may seek to exercise their rights as shareholders of an overseas issuer by commencing legal proceedings in the courts of the place of incorporation of the issuer or in the courts of Hong Kong. Therefore, the Company considers that the Proposed Amendments to the Articles of Association will not have any negative impact on the Shareholders' protection mechanism as set out in the Articles of Association. Instead, the Proposed Amendments to the Articles of Association are in line with the Company's objective to provide Shareholders with the same level of protection as shareholders of non-PRC issuers listed on the Stock Exchange.

Based on the consultation conclusion of the Proposed Expansion of the Paperless Listing Mechanism and Other Amendments to the Listing Rules issued by Stock Exchange in June 2023, the relevant amendments to the Listing Rules came into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange's website.

In addition, the Company intends to make corresponding adjustments to standardize the description of the business scope to reflect the actual business development of the Company.

In view of the implementation of the aforesaid new regulations, the relevant laws and regulations currently in force and taking into account the actual situation of the Company, the Board approved and proposed the amendments to the relevant provisions of the Articles of Association. In view of the proposed amendments to the Articles of Association, the Company also proposed to amend the Rules of Procedures of the Shareholders' General Meeting and the Rules of Procedures for the Board to, among other things, bring them in line with the proposed amendments to the Articles of Association.

For details of the proposed amendments to the Articles of Association, please refer to Appendix I to this announcement. For details of the proposed amendments to the Rules of Procedures of the Shareholders' General Meeting, please refer to Appendix II to this announcement. For details of the proposed amendments to the Rules of Procedures for the Board, please refer to Appendix III to this announcement. The Proposed Amendments are either marked with underlines to denote text to be deleted or underlined and bolded to denote text to be added, and the other article numbers, section numbers and chapter numbers are changed accordingly due to the deletion, merger and split of the relevant articles, sections and chapters. Save for the Proposed Amendments, the other articles of the Articles of Association, the Rules of Procedures of the Shareholders' General Meeting and the Rules of Procedures for the Board will remain unchanged. The Proposed Amendments are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to each of the Articles of Association and the Rules of Procedures of the Shareholders' General Meeting are still subject to the approval of the shareholders (the "**Shareholders**") of the Company at the annual general meeting of 2023, the first 2024 domestic shares class meeting and the first 2024 H shares class meeting of the Company respectively by way of passing of the special resolutions, respectively. The proposed amendments to the Rules of Procedures for the Board are still subject to the approval of the Shareholders at the annual general meeting of 2023 by way of passing of the ordinary resolution. A circular containing, among other things, the Proposed Amendments will be despatched to the Shareholders in due course.

By order of the Board
China Isotope & Radiation Corporation
Zhang Junqi
Chairman

Beijing, the PRC, 26 March 2024

As at the date of this announcement, the Board comprises Mr. Zhang Junqi, Mr. Xu Hongchao and Mr. Fan Guomin as executive Directors; Mr. Chen Shoulei, Mr. Ding Jianmin, Ms. Chang Jinyu and Ms. Liu Xiuhong as non-executive Directors; and Mr. Poon Chiu Kwok, Mr. Tian Jiahe, Ms. Chen Jingshan and Mr. Lu Chuang as independent non-executive Directors.

Appendix I

The proposed amendments to the Articles of Association are as follows:

Original articles	Modified to
<p>Article 1 China Isotope & Radiation Corporation (hereinafter referred to as the “Company”) is a joint stock limited liability company founded under the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Letter of Opinions of Overseas Listing Department of CSRC and Production System Department of the State Commission for Restructuring the Economic System on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “CSRC Overseas Letter”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the “Applicable Adjustment Reply”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) as well as other relevant laws and administrative rules of the People’s Republic of China.</p>	<p>Article 1 China Isotope & Radiation Corporation (hereinafter referred to as the “Company”) is a joint stock limited liability company founded under the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China, <u>Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as the “Trial Measures”)</u>—the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Letter of Opinions of Overseas Listing Department of CSRC and Production System Department of the State Commission for Restructuring the Economic System on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (hereinafter referred to as the “CSRC Overseas Letter”), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the “Applicable Adjustment Reply”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) as well as other relevant laws and administrative rules of the People’s Republic of China.</p>

Original articles	Modified to
<p>As a corporation established through the overall alteration from China Isotope Co., Ltd., the Company was registered and licensed at the former State Administration for Industry and Commerce on December 6, 2011. The Company’s unified social credit code is: 91110000100001019X.</p> <p>The founders of the Company are China National Nuclear Corporation (hereinafter referred to as “CNNC”), China Institute of Atomic Energy (hereinafter referred to as “CIAE”), and Nuclear Power Institute of China (hereinafter referred to as “NPIC”).</p>	<p>As a corporation established through the overall alteration from China Isotope Co., Ltd., the Company was registered and licensed at the former State Administration for Industry and Commerce on December 6, 2011. The Company’s unified social credit code is: 91110000100001019X.</p> <p>The founders of the Company are China National Nuclear Corporation (hereinafter referred to as “CNNC”), China Institute of Atomic Energy (hereinafter referred to as “CIAE”), and Nuclear Power Institute of China (hereinafter referred to as “NPIC”).</p>
<p>Article 13 The scope of business of the Company: sales of in vivo radioactive medicines and in vitro radioactive diagnostic reagents; sales of Class I, II, III, IV and V radioactive sources; sales of Class II and III irradiation facilities; sales of unsealed radioactive substances; venue for operation of Class C unsealed radioactive substances; sales of Class I, II and III medical appliance; import and export businesses; sales of electronics, communication equipment, light industrial products, automotive accessories, chemical materials and chemical products (excluding hazardous chemicals), steel, paper sheet, textiles, articles of daily use and cultural products; property management; cultural exchange; and technology consulting and services related to the above businesses.</p>	<p>Article 13 The scope of business of the Company: sales of in vivo radioactive medicines and in vitro radioactive diagnostic reagents; sales of Class I, II, III, IV and V radioactive sources; sales of Class II and III irradiation facilities; sales of unsealed radioactive substances; venue for operation of Class C unsealed radioactive substances; sales of Class I, II and III medical appliance; import and export businesses; sales of electronics, communication equipment, light industrial products, automotive accessories, chemical materials and chemical products (excluding hazardous chemicals), steel, paper sheet, textiles, articles of daily use and cultural products; property management; cultural exchange; and technology consulting and services related to the above businesses.</p>

Original articles	Modified to
<p>The business scope of the Company is subject to such items as approved by the company registration authority.</p>	<p><u>Licensed items: pharmaceutical wholesale; pharmaceutical import and export; sales of Class I radioactive sources; sales of Class II, III, IV and V radioactive sources; sales of Class II and III radiation devices; operation of Class III medical appliance; leasing of Class III medical appliance; sales of sterilization devices. (Items that are subject to approval by law may only be carried out upon approval by relevant departments. The specific business items are subject to the approval documents or licenses of the relevant departments)</u></p> <p><u>General items: sales of Class I medical appliance; sales of Class II medical appliance; leasing of Class II medical appliance; customs declaration business; sales agent; sales of electronic products; sales of communication equipment; sales of mechanical parts and components; sales of instrument and meter; sales of special instruments and meter for environmental monitoring; sales of experimental analytical instruments; sales of mechanical equipment; auto parts and accessories wholesale; sales of chemical products (excluding permitted chemical products); sales of disinfectants (excluding hazardous chemicals); sales of specialized chemical products (excluding hazardous chemicals); sales of bio-based materials; sales of metal materials; sales of office equipment supplies; manufacturing of industrial textile products; sales of industrial textile products; sales of knitting textile; sale of articles of daily use; sales of labor protection products; sales of office supplies; property management; conference and exhibition services; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion.</u></p> <p>The business scope of the Company is subject to such items as approved by the company registration authority.</p>

Original articles	Modified to
<p>Article 17 With the permission of the securities regulatory authority under the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>The reference to foreign investors in the preceding paragraph indicates the investors subscribing for the shares issued by the Company and residing in foreign countries and in the regions of Hong Kong, Macao and Taiwan. Domestic investors are those subscribing for the shares issued by the Company but residing in the People’s Republic of China other than in the above-mentioned regions.</p>	<p>Article 17 With the <u>permission of registration or filing with</u> the securities regulatory authority under the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>The reference to foreign investors in the preceding paragraph indicates the investors subscribing for the shares issued by the Company and residing in foreign countries and in the regions of Hong Kong, Macao and Taiwan. Domestic investors are those subscribing for the shares issued by the Company but residing in the People’s Republic of China other than in the above-mentioned regions.</p>
<p>Article 21 The Board of Directors of the Company may implement, through separate offerings, the proposals for the issuance of overseas-listed foreign shares and domestic shares as approved by the securities authority of the State Council.</p> <p>The Company may implement separately its proposals for the issuance of overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities authority of the State Council.</p>	<p>Article 21 The Board of Directors of the Company may implement, through separate offerings, the proposals for the issuance of overseas-listed foreign shares and domestic shares as approved by the securities authority of the State Council.</p> <p>The Company may implement separately its proposals for the issuance of overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities authority of the State Council.</p>
<p>Article 22 Where the total number of shares stated in the proposal includes issuance of overseas-listed foreign shares and issuance of domestic shares, shares under such issuances should be fully subscribed at a time separately. If the shares cannot be fully subscribed at a time due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.</p>	<p>Article 22 Where the total number of shares stated in the proposal includes issuance of overseas-listed foreign shares and issuance of domestic shares, shares under such issuances should be fully subscribed at a time separately. If the shares cannot be fully subscribed at a time due to special circumstances, the shares may, subject to the approval of the securities authority of the State Council, be issued in separate tranches.</p>

Original articles	Modified to
<p>Article 29 In the following circumstances, the Company may repurchase its issued shares in accordance with the listing rules of the stock exchange where shares of the Company are listed or other securities laws and rules and upon passing the procedures provided in the Articles, subject to the approval of the relevant governing authorities of the PRC:</p> <p>(I) Cancellation of shares for the purpose of reduction of registered capital of the Company;</p> <p>(II) Merger with another company which holds the shares of the Company;</p> <p>(III) Shares used for the employee share ownership scheme or equity incentives;</p> <p>(IV) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company;</p> <p>(V) Shares used for conversion of corporate bonds issued by the Company that may be convertible into shares;</p> <p>(VI) Protection of the value of the Company and shareholders' interests.</p>	<p>Article 297 In the following circumstances, the Company may repurchase its issued shares in accordance with the listing rules of the stock exchange where shares of the Company are listed or other securities laws and rules and upon passing the procedures provided in the Articles, subject to the approval of the relevant governing authorities of the PRC:</p> <p>(I) Cancellation of shares for the purpose of reduction of registered capital of the Company;</p> <p>(II) Merger with another company which holds the shares of the Company;</p> <p>(III) Shares used for the employee share ownership scheme or equity incentives;</p> <p>(IV) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company;</p> <p>(V) Shares used for conversion of corporate bonds issued by the Company that may be convertible into shares;</p> <p>(VI) Protection of the value of the Company and shareholders' interests.</p>

Original articles	Modified to
<p>Article 30 Upon approval by the relevant governing authorities of the PRC, the Company may repurchase its shares in any of the following ways:</p> <p>(I) Making a pro rata general offer of repurchase to all its shareholders;</p> <p>(II) Repurchasing shares at the stock exchange through public trading;</p> <p>(III) Repurchasing shares by an off-market agreement outside a stock exchange;</p> <p>(IV) Other circumstances permitted by laws and administrative regulations, and approved by the regulatory authorities.</p>	<p>Article 30 Upon approval by the relevant governing authorities of the PRC, the Company may repurchase its shares in any of the following ways:</p> <p>(I) Making a pro rata general offer of repurchase to all its shareholders;</p> <p>(II) Repurchasing shares at the stock exchange through public trading;</p> <p>(III) Repurchasing shares by an off-market agreement outside a stock exchange;</p> <p>(IV) Other circumstances permitted by laws and administrative regulations, and approved by the regulatory authorities.</p>
<p>Article 31 The Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles, before it can repurchase shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, rescind or vary the contract it has entered into, or waive any rights in the contract.</p> <p>A contract for the repurchase of shares referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase shares or acquire to have the right to repurchase shares.</p> <p>The Company shall not assign a contract to repurchase its shares or any right provided in such contract.</p>	<p>Article 31 The Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles, before it can repurchase shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, rescind or vary the contract it has entered into, or waive any rights in the contract.</p> <p>A contract for the repurchase of shares referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase shares or acquire to have the right to repurchase shares.</p> <p>The Company shall not assign a contract to repurchase its shares or any right provided in such contract.</p>
<p>Article 32 For the redeemable shares the Company has the rights to repurchase, their price shall be limited to a maximum price if they are not repurchased through the market or by tender. If those shares are repurchased by tender, the tender shall be available to all the shareholders on the same terms.</p>	<p>Article 32 For the redeemable shares the Company has the rights to repurchase, their price shall be limited to a maximum price if they are not repurchased through the market or by tender. If those shares are repurchased by tender, the tender shall be available to all the shareholders on the same terms.</p>

Original articles	Modified to
<p>Article 33 The Company must obtain the prior approval of the shareholders at a general meeting, before it can repurchase shares by reason of those mentioned in subclauses (I) to (III) of Article 29 of the Articles. If the Company repurchases shares for reasons set out in sub-clauses (V) and (VI) of Article 29, it shall obtain approval by two-thirds of the directors who attend the meeting of the board of directors. Unless otherwise provided by the listing rules of the stock change which shares of the Company are listed or other securities laws and rules, shares repurchased by the Company under sub-clause (I) of Article 29 hereto shall be cancelled within ten (10) days from the date of acquisition; the shares repurchased under sub-clauses (II) and (IV) of Article 29 hereto shall be transferred or cancelled within six (6) months; and the aggregate number of shares acquired by the Company in accordance with sub-clauses (III), (V) and (VI) of Article 29 hereto shall not exceed 10% of the Company’s issued shares, and the shares acquired shall be either transferred or cancelled within three years.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>	<p>Article 3328 The Company must obtain the prior approval of the shareholders at a general meeting, before it can repurchase shares by reason of those mentioned in subclauses (I) to (III) of Article <u>297</u> of the Articles. If the Company repurchases shares for reasons set out in sub-clauses (V) and (VI) of Article <u>297</u>, it shall obtain approval by two-thirds of the directors who attend the meeting of the board of directors. Unless otherwise provided by the listing rules of the stock change which shares of the Company are listed or other securities laws and rules, shares repurchased by the Company under sub-clause (I) of Article <u>297</u> hereto shall be cancelled within ten (10) days from the date of acquisition<u>repurchase</u>; the shares repurchased under sub-clauses (II) and (IV) of Article <u>297</u> hereto shall be transferred or cancelled within six (6) months; and the aggregate number of shares acquired by the Company in accordance with sub-clauses (III), (V) and (VI) of Article <u>297</u> hereto shall not exceed 10% of the Company’s issued shares, and the shares acquired shall be either transferred or cancelled within three years.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>
<p>Article 34 Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to the repurchase of its issued shares:</p> <p>(I) Where the Company repurchases its shares at par value, payment shall be deducted from the book surplus distributable profits of the Company or from the proceeds from any issue of new shares made for the purpose of the repurchase of old shares;</p>	<p>Article 34 Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to the repurchase of its issued shares:</p> <p>(I) Where the Company repurchases its shares at par value, payment shall be deducted from the book surplus distributable profits of the Company or from the proceeds from any issue of new shares made for the purpose of the repurchase of old shares;</p>

Original articles	Modified to
<p>(II) Where the Company repurchases its shares at a premium to its par value, payment up to the par value may be deducted from the book surplus distributable profits of the Company or from the proceeds of a fresh issue of shares made for the purpose of the repurchase of old shares. Payment of the portion in excess of the par value shall be effected as follows:</p> <ol style="list-style-type: none"> 1. If the shares being repurchased were issued at par value, payment shall be deducted from the book surplus distributable profits of the Company; 2. If the shares being repurchased were issued at a premium to its par value, payment shall be deducted from the book surplus distributable profits of the Company or from the proceeds of any issue of new shares made for the purpose of the repurchase, provided that the amount paid from the proceeds of the new issuance shall neither exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor the book value of the Company's share premium account (or capital reserve account) (including the premiums from the new issuance) at the time of the repurchase; 	<p>(H) Where the Company repurchases its shares at a premium to its par value, payment up to the par value may be deducted from the book surplus distributable profits of the Company or from the proceeds of a fresh issue of shares made for the purpose of the repurchase of old shares. Payment of the portion in excess of the par value shall be effected as follows:</p> <ol style="list-style-type: none"> 1. If the shares being repurchased were issued at par value, payment shall be deducted from the book surplus distributable profits of the Company; 2. If the shares being repurchased were issued at a premium to its par value, payment shall be deducted from the book surplus distributable profits of the Company or from the proceeds of any issue of new shares made for the purpose of the repurchase, provided that the amount paid from the proceeds of the new issuance shall neither exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor the book value of the Company's share premium account (or capital reserve account) (including the premiums from the new issuance) at the time of the repurchase;
<p>(III) The Company shall make the following payments out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. Acquisition of the right to repurchase its shares; 2. Variation of any contract to repurchase of its shares; 	<p>(HH) The Company shall make the following payments out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. Acquisition of the right to repurchase its shares; 2. Variation of any contract to repurchase of its shares;

Original articles	Modified to
<p>3. Release of its obligations under any contract to repurchase of its shares.</p> <p>(IV) After the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant regulations, the amount deducted from the distributable profits for payment of the par value of shares that have been repurchased shall be transferred to the Company's share premium account (or capital reserve account).</p>	<p>3. Release of its obligations under any contract to repurchase of its shares.</p> <p>(IV) After the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant regulations, the amount deducted from the distributable profits for payment of the par value of shares that have been repurchased shall be transferred to the Company's share premium account (or capital reserve account).</p>
<p align="center">Chapter 5 Financial Assistance for Acquisition of Shares of the Company</p>	<p align="center">Chapter 5 Financial Assistance for Acquisition of Shares of the Company</p>
<p>Article 35 The Company or its subsidiaries shall not provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company at any time. The aforesaid person acquiring shares of the Company includes a person who has directly or indirectly incurred any obligations as a result of the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not provide any financial assistance to the aforesaid person for the purpose of reducing or discharging his obligations.</p> <p>This Article shall not apply to the circumstances described in Article 37 of the Articles.</p>	<p>Article 35 The Company or its subsidiaries shall not provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company at any time. The aforesaid person acquiring shares of the Company includes a person who has directly or indirectly incurred any obligations as a result of the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not provide any financial assistance to the aforesaid person for the purpose of reducing or discharging his obligations.</p> <p>This Article shall not apply to the circumstances described in Article 37 of the Articles.</p>

Original articles	Modified to
<p>Article 36 The financial assistance referred to in the Articles includes (but not limited to):</p> <p>(I) Gifts;</p> <p>(II) Guarantees (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), indemnity (other than indemnity arising from the Company’s own default) or release or waiver of any rights;</p> <p>(III) Provision of loans, or entering into other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, and a change in parties to, or the assignment of rights arising under, such loan or agreement; and</p> <p>(IV) Any other kind of financial assistance provided by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>For the purpose of the Articles, the expression “assumption of obligations” includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether or not such contract or arrangement is enforceable, and irrespective of whether or not such obligations are to be borne by the obligor solely or jointly with other persons), or by any other means which results in a change in his financial position.</p>	<p>Article 36 The financial assistance referred to in the Articles includes (but not limited to):</p> <p>(I) Gifts;</p> <p>(H) Guarantees (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), indemnity (other than indemnity arising from the Company’s own default) or release or waiver of any rights;</p> <p>(HH) Provision of loans, or entering into other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, and a change in parties to, or the assignment of rights arising under, such loan or agreement; and</p> <p>(IV) Any other kind of financial assistance provided by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>For the purpose of the Articles, the expression “assumption of obligations” includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether or not such contract or arrangement is enforceable, and irrespective of whether or not such obligations are to be borne by the obligor solely or jointly with other persons), or by any other means which results in a change in his financial position.</p>

Original articles	Modified to
<p>Article 37 The following acts shall not be deemed to be acts as prohibited by Article 36:</p> <p>(I) The provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares of the Company, or the giving of financial assistance is an incidental part of the overall plan of the Company;</p> <p>(II) The lawful distribution of the Company's assets as dividends;</p> <p>(III) The allotment of bonus shares as dividends;</p> <p>(IV) The reduction of registered capital, repurchase of shares or reorganization of share capital structure of the Company effected in accordance with the Articles;</p> <p>(V) The lending of money by the Company within its business scope and in the ordinary course of its business, provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided from the Company's distributable profits; and</p> <p>(VI) The contributions made by the Company to the employee ownership schemes, provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided from the Company's distributable profits.</p>	<p>Article 37 The following acts shall not be deemed to be acts as prohibited by Article 36:</p> <p>(I) The provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares of the Company, or the giving of financial assistance is an incidental part of the overall plan of the Company;</p> <p>(II) The lawful distribution of the Company's assets as dividends;</p> <p>(III) The allotment of bonus shares as dividends;</p> <p>(IV) The reduction of registered capital, repurchase of shares or reorganization of share capital structure of the Company effected in accordance with the Articles;</p> <p>(V) The lending of money by the Company within its business scope and in the ordinary course of its business, provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided from the Company's distributable profits; and</p> <p>(VI) The contributions made by the Company to the employee ownership schemes, provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided from the Company's distributable profits.</p>

Original articles	Modified to
<p>Article 39 During the time the Company’s H shares remain listed on the Hong Kong Stock Exchange, the Company shall ensure that all title documents relating to its securities listed on Hong Kong Stock Exchange (including H share certificates) at any time include the following statements. It shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder, unless and until such holder submits to the share registrar a signed form in respect to such shares which bear statements to the following effect:</p> <p>(I) The share purchasers agree with the Company and each of its shareholders, and the Company agrees with each shareholder, to observe and comply with Company Law and other relevant laws, administrative regulations, the Special Provisions and the Articles;</p> <p>(II) The share purchasers agree with the Company and each of its shareholders, directors, supervisors and senior management officers, and the Company acting for itself and for each of its directors, supervisors and senior management officers agrees with each shareholder, that all disputes and claims arising from the Articles or any rights or obligations conferred or imposed by Company Law or other relevant laws or administrative regulations concerning the affairs of the Company shall be submitted for arbitration pursuant to the Articles. Any submission to arbitration shall be deemed as authorizing the arbitration tribunal to conduct hearing in open session and to publish its award, which shall be deemed as final;</p> <p>(III) The share purchasers agree with the Company and each of its shareholders that the shares of the Company are freely transferable by the holder thereof;</p>	<p>Article 39 During the time the Company’s H shares remain listed on the Hong Kong Stock Exchange, the Company shall ensure that all title documents relating to its securities listed on Hong Kong Stock Exchange (including H share certificates) at any time include the following statements. It shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder, unless and until such holder submits to the share registrar a signed form in respect to such shares which bear statements to the following effect:</p> <p>(I) The share purchasers agree with the Company and each of its shareholders, and the Company agrees with each shareholder, to observe and comply with Company Law and other relevant laws, administrative regulations, the Special Provisions and the Articles;</p> <p>(II) The share purchasers agree with the Company and each of its shareholders, directors, supervisors and senior management officers, and the Company acting for itself and for each of its directors, supervisors and senior management officers agrees with each shareholder, that all disputes and claims arising from the Articles or any rights or obligations conferred or imposed by Company Law or other relevant laws or administrative regulations concerning the affairs of the Company shall be submitted for arbitration pursuant to the Articles. Any submission to arbitration shall be deemed as authorizing the arbitration tribunal to conduct hearing in open session and to publish its award, which shall be deemed as final;</p> <p>(III) The share purchasers agree with the Company and each of its shareholders that the shares of the Company are freely transferable by the holder thereof;</p>

Original articles	Modified to
<p>(IV) The share purchasers authorize the Company to enter into, on behalf of them, an agreement with each director and senior management officer whereby such directors and senior management officers undertake to observe and comply with their obligations to shareholders stipulated in the Articles.</p>	<p>(IV) The share purchasers authorize the Company to enter into, on behalf of them, an agreement with each director and senior management officer whereby such directors and senior management officers undertake to observe and comply with their obligations to shareholders stipulated in the Articles.</p>
<p>Article 42 The Company may maintain the original copy of the register of holders of overseas-listed foreign shares outside China and entrust an overseas agent to maintain such register in accordance with the memorandum of understanding and agreements between the securities authority of the State Council and the overseas securities regulatory authorities. The original copy of the register of holders of overseas-listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares in the Company's domicile. The entrusted overseas agent shall ensure the consistency between the original copy and the duplicate of register of holders of overseas-listed foreign shares at any time.</p> <p>In case of inconsistency between the original copy and the duplicate of register of holders of overseas-listed foreign shares, the original copy shall prevail.</p>	<p>Article 4232 The Company may maintain the original copy of the register of holders of overseas-listed foreign shares outside China and entrust an overseas agent to maintain such register in accordance with the memorandum of understanding and agreements between the securities authority of the State Council and the overseas securities regulatory authorities. The original copy of the register of holders of overseas-listed foreign shares listed in Hong Kong shall be kept in Hong Kong. <u>A copy of the register of holders of foreign shares shall be kept at the Company.</u></p> <p>The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares in the Company's domicile. The entrusted overseas agent shall ensure the consistency between the original copy and the duplicate of register of holders of overseas-listed foreign shares at any time.</p> <p>In case of inconsistency between the original copy and the duplicate of register of holders of overseas-listed foreign shares, the original copy shall prevail.</p>

Original articles	Modified to
<p>Article 43 Subject to compliance with the Articles and other applicable requirements and upon transfer of the Company’s shares, the transferees will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>Any transfer document and other documents relating to or affecting the title to any H-shares shall be registered. If the registration is not free, the registration fees shall not exceed the maximum fees prescribed by the Hong Kong Stock Exchange.</p> <p>Where two or more individuals are registered as joint holders of any share, they shall be deemed as joint owners of such share and subject to the following restrictions:</p> <p>(I) Where power is granted to limit the number of shareholders in a joint account, the maximum number of shareholders to be registered as joint holders shall be restricted to four;</p> <p>(II) All joint holders of any shares shall jointly and severally assume obligation for all amounts payable for Relevant Shares;</p> <p>(III) If one of the joint holders dies, only the surviving joint holder(s) shall be deemed by the Company as having ownership of the Relevant Shares. However, the Board of Directors shall have the right, for the purpose of making amendments to the register of shareholders, to demand the death certificate of such holder or other documentary proof it deems appropriate; and</p> <p>(IV) In the event of there being joint holders of any share, any of them may attend a shareholders’ general meeting of the Company or exercise the voting rights of the shares (regardless of attendance in person or by proxy). If more than one of the joint holders attend the shareholders’ general meeting in person, or by proxy, only the attendee whose name appears first in the register of shareholders among such joint holders is entitled to vote for such shares.</p>	<p>Article 4333 Subject to compliance with the Articles and other applicable requirements and upon transfer of the Company’s shares, the transferees will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>Any transfer document and other documents relating to or affecting the title to any H-shares shall be registered. If the registration is not free, the registration fees shall not exceed the maximum fees prescribed by the Hong Kong Stock Exchange.</p> <p>Where two or more individuals are registered as joint holders of any share, they shall be deemed as joint owners of such share and subject to the following restrictions:</p> <p>(I) Where power is granted to limit the number of shareholders in a joint account, the maximum number of shareholders to be registered as joint holders shall be restricted to four;</p> <p>(II) All joint holders of any shares shall jointly and severally assume obligation for all amounts payable for Relevant Shares;</p> <p>(III) If one of the joint holders dies, only the surviving joint holder(s) shall be deemed by the Company as having ownership of the Relevant Shares. However, the Board of Directors shall have the right, for the purpose of making amendments to the register of shareholders, to demand the death certificate of such holder or other documentary proof it deems appropriate; and</p> <p>(IV) In the event of there being joint holders of any share, any of them may attend a shareholders’ general meeting of the Company or exercise the voting rights of the shares (regardless of attendance in person or by proxy). If more than one of the joint holders attend the shareholders’ general meeting in person, or by proxy, only the attendee whose name appears first in the register of shareholders among such joint holders is entitled to vote for such shares.</p>

Original articles	Modified to
<p>Article 44 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following:</p> <p>(I) The register of shareholders kept at the Company’s domicile, other than those registers of shareholders as described in sub-paragraphs (II) and (III) of this paragraph;</p> <p>(II) The register of shareholders of overseas-listed foreign shares of the Company kept at the place of the overseas stock exchange on which the shares are listed;</p> <p>(III) The register of shareholders kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company’s shares.</p>	<p>Article 4434 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following:</p> <p>(I) The register of shareholders kept at the Company’s domicile, other than those registers of shareholders as described in sub-paragraphssub-paragraph (II) and (HH) of this paragraph;</p> <p>(II) The register of shareholders of overseas-listed foreign shares of the Company kept at the place of the overseas stock exchange on which the shares are listed;</p> <p>(HH)The register of shareholders kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company’s shares.</p>

Original articles	Modified to
<p>Article 46 All overseas-listed foreign shares listed in Hong Kong whose capitals are paid up can be freely transferred in accordance with the Articles. However, any transfer document may be refused to be recognized by the Board of Directors for no reason, unless the following conditions are met:</p> <p>(I) A fee of HKD2.5 dollars (for each transfer document) or a higher fee approved by the Hong Kong Stock Exchange has been paid in order to register the share-transferring document and other transfer documents and documents relating to or affecting the title to any shares;</p> <p>(II) The instrument of transfer involves only the overseas-listed foreign shares listed in Hong Kong;</p> <p>(III) The stamp duty payable on the instrument of transfer has been paid;</p> <p>(IV) The relevant share certificates and evidence reasonably requested by the Board of Directors showing that the transferor has the right to transfer such shares shall be provided;</p> <p>(V) If the shares are to be transferred to the joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) The Company does not have any liens over the Relevant Shares; and</p> <p>(VII) Shares shall not be transferred to any minors or any persons of unsound mind or other persons under a legal incapacity.</p>	<p>Article 46 All overseas-listed foreign shares listed in Hong Kong whose capitals are paid up can be freely transferred in accordance with the Articles. However, any transfer document may be refused to be recognized by the Board of Directors for no reason, unless the following conditions are met:</p> <p>(I) A fee of HKD2.5 dollars (for each transfer document) or a higher fee approved by the Hong Kong Stock Exchange has been paid in order to register the share-transferring document and other transfer documents and documents relating to or affecting the title to any shares;</p> <p>(II) The instrument of transfer involves only the overseas-listed foreign shares listed in Hong Kong;</p> <p>(III) The stamp duty payable on the instrument of transfer has been paid;</p> <p>(IV) The relevant share certificates and evidence reasonably requested by the Board of Directors showing that the transferor has the right to transfer such shares shall be provided;</p> <p>(V) If the shares are to be transferred to the joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) The Company does not have any liens over the Relevant Shares; and</p> <p>(VII) Shares shall not be transferred to any minors or any persons of unsound mind or other persons under a legal incapacity.</p>

Original articles	Modified to
<p>Article 50 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificates (hereinafter referred to as “Original Certificates”) are lost, apply to the Company for a replacement share certificate in respect to such shares (hereinafter referred to as “Relevant Shares”).</p> <p>If any holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the relevant requirements of the Company Law.</p> <p>If any holder of overseas-listed foreign shares loses his share certificates and applies for replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange, as well as other relevant regulations of the place where the original copy of the register of shareholders of these shares is kept.</p> <p>Any H-share holder losing his share certificate shall apply for replacements in accordance with the following requirements:</p> <p>(I) The applicant shall file an application in the standard format specified by the Company, to which a notarization or statutory declaration is attached. The contents of this notarization or statutory declaration shall include the reason for application, the condition and proof of share certificate missing, and the statement that none of the others can be registered as shareholder according to the requirements for the Relevant Shares.</p> <p>(II) Before deciding to issue new share certificates, the Company receives no statement from anyone, other than the applicant, requiring the registration as the holder of the Relevant Shares.</p>	<p>Article 5039 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificates (hereinafter referred to as “Original Certificates”) are lost, apply to the Company for a replacement share certificate in respect to such shares (hereinafter referred to as “Relevant Shares”).</p> <p>If any holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the relevant requirements of the Company Law.</p> <p>If any holder of overseas-listed foreign shares loses his share certificates and applies for replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange, as well as other relevant regulations of the place where the original copy of the register of shareholders of these shares is kept.</p> <p>Any H-share holder losing his share certificate shall apply for replacements in accordance with the following requirements:</p> <p>(I) The applicant shall file an application in the standard format specified by the Company, to which a notarization or statutory declaration is attached. The contents of this notarization or statutory declaration shall include the reason for application, the condition and proof of share certificate missing, and the statement that none of the others can be registered as shareholder according to the requirements for the Relevant Shares.</p> <p>(II) Before deciding to issue new share certificates, the Company receives no statement from anyone, other than the applicant, requiring the registration as the holder of the Relevant Shares.</p>

Original articles	Modified to
<p>(III) Before deciding to issue new share certificates to the applicant, the Company shall announce its planned issuing of new share certificates on the newspaper appointed by the Board of Directors; this announcement shall last ninety (90) days and shall be republished at least once every thirty (30) days.</p> <p>(IV) Before publishing this announcement, the Company shall submit a copied announcement ready for publishing to the Hong Kong Stock Exchange. This announcement can be published after receiving a reply from the Hong Kong Stock Exchange and confirming that the announcement has been displayed in the Hong Kong Stock Exchange. This announcement shall be displayed for ninety (90) days. If the application for replacements receives no permission from the registered shareholder of the Relevant Shares, the Company shall mail the copied announcement ready for publishing to that shareholder.</p> <p>(V) If the Company receives no objection to replacements when ninety (90) days of announcement and display, as specified in the sub-paragraphs (III) and (IV) under this article. (IV) of this Article, expire, it can issue new share certificates to the applicant according to his application.</p> <p>(VI) When issuing new share certificates in accordance with this Article, the Company shall cancel original ones and register the cancellation and reissue matters on the registers of shareholders.</p> <p>(VII) All the costs for cancelling the Original Certificates and issuing new ones shall be borne by the applicant. Before the applicant provides a reasonable guarantee, the Company has the right to refuse any action.</p>	<p>(III) Before deciding to issue new share certificates to the applicant, the Company shall announce its planned issuing of new share certificates on the newspaper appointed by the Board of Directors; this announcement shall last ninety (90) days and shall be republished at least once every thirty (30) days.</p> <p>(IV) Before publishing this announcement, the Company shall submit a copied announcement ready for publishing to the Hong Kong Stock Exchange. This announcement can be published after receiving a reply from the Hong Kong Stock Exchange and confirming that the announcement has been displayed in the Hong Kong Stock Exchange. This announcement shall be displayed for ninety (90) days. If the application for replacements receives no permission from the registered shareholder of the Relevant Shares, the Company shall mail the copied announcement ready for publishing to that shareholder.</p> <p>(V) If the Company receives no objection to replacements when ninety (90) days of announcement and display, as specified in the sub-paragraphs (III) and (IV) under this article. (IV) of this Article, expire, it can issue new share certificates to the applicant according to his application.</p> <p>(VI) When issuing new share certificates in accordance with this Article, the Company shall cancel original ones and register the cancellation and reissue matters on the registers of shareholders.</p> <p>(VII) All the costs for cancelling the Original Certificates and issuing new ones shall be borne by the applicant. Before the applicant provides a reasonable guarantee, the Company has the right to refuse any action.</p>

Original articles	Modified to
<p>Article 51 Where the Company issues a replacement certificate in accordance with the Articles, the name of a bona fide purchaser who obtains the aforesaid replacement certificate or a shareholder who thereafter registered as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p>Article 51 Where the Company issues a replacement certificate in accordance with the Articles, the name of a bona fide purchaser who obtains the aforesaid replacement certificate or a shareholder who thereafter registered as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of shareholders.</p>
<p>Article 52 The Company shall not be liable to any person for any damages caused by the cancellation of the Original Certificate or the issuance of the replacement certificate, unless the claimant is able to prove that the Company has acted fraudulently.</p>	<p>Article 52 The Company shall not be liable to any person for any damages caused by the cancellation of the Original Certificate or the issuance of the replacement certificate, unless the claimant is able to prove that the Company has acted fraudulently.</p>

Original articles	Modified to
<p>Article 54 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To obtain dividends and other forms of distributions in proportion to the number of shares held;</p> <p>(II) To attend or appoint a proxy to attend and vote on their behalf at shareholders' general meetings;</p> <p>(III) To supervise the operation of the Company, and to put forward proposals or raise enquiries;</p> <p>(IV) To transfer, give as gift or pledge the shares held in accordance with the laws, administrative regulations and the Articles; and</p> <p>(V) To obtain the relevant information in accordance with the laws and the Articles, including:</p> <ol style="list-style-type: none"> 1. a copy of the Articles after paying a reasonable fee; 2. the right to inspect and after paying a reasonable fee, to copy: 	<p>Article 541 Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I) To obtain dividends and other forms of distributions in proportion to the number of shares held;</p> <p>(II) To attend or appoint a proxy to attend, speak and vote on their behalf at shareholders' general meetings (<u>unless individual shareholders are required to abstain from voting on individual matters in accordance with the relevant requirements of the places where the Company's securities are listed</u>);</p> <p>(III) To supervise the operation of the Company, and to put forward proposals or raise enquiries;</p> <p>(IV) To transfer, give as gift or pledge the shares held in accordance with the laws, administrative regulations and the Articles;and</p> <p>(V) To obtain the relevant information in accordance with the laws and the Articles, including:</p> <ol style="list-style-type: none"> 1. a copy of the Articles after paying a reasonable fee; 2. the right to inspect and after paying a reasonable fee, to copy: <u>the Articles of Association, register of shareholders, corporate bond counterfoils, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial accounting reports, and to make suggestions or inquire about the Company's operations.</u>

Original articles	Modified to
<p>(1) A copy of the register of all classes of shareholders;</p> <p>(2) Personal particulars of directors, supervisors, general manager and other senior management officers of the Company, including:</p> <p>(a) Current and previous name and alias;</p> <p>(b) M a i n a d d r e s s (domicile);</p> <p>(c) Nationality;</p> <p>(d) All the full-time and part-time occupations and titles;</p> <p>(e) ID document and its number.</p> <p>(3) The state of share capital of the Company;</p> <p>(4) Reports showing the total nominal value, quantity, maximum and minimum prices of each class of shares the Company has repurchased since last accounting year, and on all the fees the Company has therefore paid;</p> <p>(5) The minutes of the shareholders' general meeting;</p> <p>(6) Corporate bond counterfoils, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial statements (for shareholders' review only).</p>	<p>(1) A copy of the register of all classes of shareholders;</p> <p>(2) Personal particulars of directors, supervisors, general manager and other senior management officers of the Company, including:</p> <p>(a) Current and previous name and alias;</p> <p>(b) M a i n a d d r e s s (domicile);</p> <p>(c) Nationality;</p> <p>(d) All the full-time and part-time occupations and titles;</p> <p>(e) ID document and its number.</p> <p>(3) The state of share capital of the Company;</p> <p>(4) Reports showing the total nominal value, quantity, maximum and minimum prices of each class of shares the Company has repurchased since last accounting year, and on all the fees the Company has therefore paid;</p> <p>(5) The minutes of the shareholders' general meeting;</p> <p>(6) Corporate bond counterfoils, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial statements (for shareholders' review only).</p>

Original articles	Modified to
<p>3. The shareholder proposing to inspect the information related to the preceding Article or to request for information shall provide the Company with written documents proving the class and number of shares held. After checking the identity of that shareholder, the Company shall provide him with the information in accordance with his requests.</p> <p>(VI) A shareholder who votes against any resolution adopted at the shareholders' general meeting on the merger or division of the Company may request the Company to repurchase the shares held;</p> <p>(VII) When the Company is terminated or liquidated, the right to participate in the distribution of the remaining assets of the Company in proportion to the percentage of the shares held;</p> <p>(VIII) Other rights conferred by laws, administrative regulations and the Articles.</p>	<p>3. The shareholder proposing to inspect the information related to the preceding Article or to request for information shall provide the Company with written documents proving the class and number of shares held. After checking the identity of that shareholder, the Company shall provide him with the information in accordance with his requests.</p> <p>(VI) A shareholder who votes against any resolution adopted at the shareholders' general meeting on the merger or division of the Company may request the Company to repurchase the shares held;</p> <p>(VII) When the Company is terminated or liquidated, the right to participate in the distribution of the remaining assets of the Company in proportion to the percentage of the shares held;</p> <p>(VIII) Other rights conferred by laws, administrative regulations and the Articles.</p>

Original articles	Modified to
<p>Article 56 Where a director or a senior management officer violates any laws, administrative regulations or the Articles in the course of performing his duties and thereby causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company’s shares for one hundred and eighty (180) consecutive days or more shall have the right to request, in written form, the Board of Supervisors to initiate a legal proceeding in the people’s court. Where the Supervisors violates any laws, administrative regulations or the Articles in the course of performing its duties and thereby causes losses to the Company, the shareholders may request, in written form, the Board of Directors to initiate a legal proceeding in the people’s court.</p> <p>In the event that the Board of Supervisors and the Board of Directors refuse to initiate legal proceedings upon receiving the written request from a shareholder, as specified in the preceding paragraph, or fails to initiate such legal proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will cause irreparable damage to the Company’s interests, shareholders mentioned in the preceding paragraph shall have the right to initiate legal proceedings in the people’s court directly in their own names for the benefit of the Company.</p> <p>Where the legitimate rights and interests of the Company are damaged and the Company thereby suffers any loss, the shareholders described in the first paragraph of this Article may initiate a legal proceeding in the people’s court in accordance with the provisions of the preceding two paragraphs.</p> <p>Where any director or a senior management officer damages the shareholders’ interests by violating any laws, administrative regulations or the Articles, the shareholders may initiate a legal proceeding in the people’s court.</p>	<p>Article 5643 Where a director or a senior management officer violates any laws, administrative regulations or the Articles in the course of performing his duties and thereby causes losses to the Company, the shareholders individually or jointly holding more than 1% of the Company’s shares for one hundred and eighty (180) consecutive days or more shall have the right to request, in written form, the Board of Supervisors to initiate a legal proceeding in the people’s court. Where the Supervisors violates any laws, administrative regulations or the Articles in the course of performing its duties and thereby causes losses to the Company, the aforesaid shareholders may request, in written form, the Board of Directors to initiate a legal proceeding in the people’s court.</p> <p>In the event that the Board of Supervisors and the Board of Directors refuse to initiate legal proceedings upon receiving the written request from a shareholder, as specified in the preceding paragraph, or fails to initiate such legal proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will cause irreparable damage to the Company’s interests, shareholders mentioned in the preceding paragraph shall have the right to initiate legal proceedings in the people’s court directly in their own names for the benefit of the Company.</p> <p>Where the legitimate rights and interests of the Company are damaged and the Company thereby suffers any loss, the shareholders described in the first paragraph of this Article may initiate a legal proceeding in the people’s court in accordance with the provisions of the preceding two paragraphs.</p> <p>Where any director or a senior management officer damages the shareholders’ interests by violating any laws, administrative regulations or the Articles, the shareholders may initiate a legal proceeding in the people’s court.</p>

Original articles	Modified to
<p>Article 59 The “controlling shareholder” mentioned in the above Article is a shareholder who satisfies any one of the following conditions:</p> <p>(I) Any person acting on his own or in concert with other parties has the power to elect not less than half of the directors;</p> <p>(II) Any person acting on his own or in concert with other parties who has the power to exercise or control the exercise of 30% or more of the Company’s voting rights;</p> <p>(III) Any person acting on his own or in concert with other parties who holds 30% or more of the issued shares of the Company;</p> <p>(IV) Any person acting on his own or in concert with other parties who has actual control over the Company in any other manner.</p> <p>The term “acting in concert” referred to in this Article represents an act that any two or more persons obtain the voting rights of the Company by way of their agreement thereon (whether in oral or written form), so as to control or consolidate their control over the Company.</p>	<p>Article 5946 The “controlling shareholder” mentioned in the above Article is <u>a shareholder who holds shares accounting for more than 50% of the total share capital of the Company, and a shareholder whose voting rights in accordance with his shareholding are sufficient to have a significant impact on the resolution of a general meeting of shareholders even though the proportion of shares held by him is less than 50%.</u> a shareholder who satisfies any one of the following conditions:</p> <p>(I) Any person acting on his own or in concert with other parties has the power to elect not less than half of the directors;</p> <p>(II) Any person acting on his own or in concert with other parties who has the power to exercise or control the exercise of 30% or more of the Company’s voting rights;</p> <p>(III) Any person acting on his own or in concert with other parties who holds 30% or more of the issued shares of the Company;</p> <p>(IV) Any person acting on his own or in concert with other parties who has actual control over the Company in any other manner.</p> <p>The term “acting in concert” referred to in this Article represents an act that any two or more persons obtain the voting rights of the Company by way of their agreement thereon (whether in oral or written form), so as to control or consolidate their control over the Company.</p>

Original articles	Modified to
<p>Article 61 The shareholders’ general meeting shall have the following functions and powers:</p> <p>(I) To decide the Company’s operation policies and investment plans;</p> <p>(II) To elect and replace the directors who are not the employee representatives, and to determine matters relating to the remuneration of the directors;</p> <p>(III) To elect and replace the supervisors who are not the employee representatives and to determine matters relating to the remuneration of such supervisors;</p> <p>(IV) To consider and approve the reports of the Board of Directors;</p> <p>(V) To consider and approve the reports of the Board of Supervisors;</p> <p>(VI) To consider and approve the annual financial budgets and final accounts of the Company;</p> <p>(VII) To consider and approve the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VIII) To make resolutions on increase or reduction of the Company’s registered capital;</p> <p>(IX) To make resolutions on the merger, division, reorganization, dissolution, liquidation and other matters of the Company;</p> <p>(X) To make resolutions on the issuance of debentures by the Company;</p> <p>(XI) To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;</p>	<p>Article 6148 The shareholders’ general meeting shall have the following functions and powers:</p> <p>(I) To decide the Company’s operation policies and investment plans;</p> <p>(II) To elect and replace the directors who are not the employee representatives, and to determine matters relating to the remuneration of the directors;</p> <p>(III) To elect and replace the supervisors who are not the employee representatives and to determine matters relating to the remuneration of such supervisors;</p> <p>(IV) To consider and approve the reports of the Board of Directors;</p> <p>(V) To consider and approve the reports of the Board of Supervisors;</p> <p>(VI) To consider and approve the annual financial budgets and final accounts of the Company;</p> <p>(VII) To consider and approve the profit distribution plans and plans for recovery of losses of the Company;</p> <p>(VIII) To make resolutions on increase or reduction of the Company’s registered capital;</p> <p>(IX) To make resolutions on the merger, division, reorganization, dissolution, liquidation and other matters of the Company;</p> <p>(X) To make resolutions on the issuance of debentures by the Company;</p> <p>(XI) To make resolutions on the appointment, dismissal or stopping reappointment accounting firm for annual auditing;</p>

Original articles	Modified to
<p>(XII) To amend the Articles;</p> <p>(XIII) To consider the proposal of a shareholder holding 3% or more of the voting rights in the shares;</p> <p>(XIV) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;</p> <p>(XV) To consider and approve the external guarantees specified in Article 62;</p> <p>(XVI) To consider and approve the share incentive plan;</p> <p>(XVII) To consider and approve the change in the use of proceeds;</p> <p>(XVIII) Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles.</p>	<p>(XII) To amend the Articles;</p> <p>(XIII) To consider the proposal of a shareholder holding 3% or more of the voting rights in the shares;</p> <p>(XIV) To consider and approve the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;</p> <p>(XV) To consider and approve the external guarantees specified in Article <u>6249</u>;</p> <p>(XVI) To consider and approve the share incentive plan;</p> <p>(XVII) To consider and approve the change in the use of proceeds;</p> <p>(XVIII) Other matters which are required to be determined at the shareholders' general meeting in accordance with the laws, administrative regulations and the Articles.</p>
<p>Article 62 The provision of any external guarantee by the Company shall be considered and approved by the Board of Directors or the shareholders' general meeting. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be approved in a shareholders' general meeting. When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by above half of the voting rights of the other attending shareholders.</p>	<p>Article <u>6249</u> The provision of any external guarantee by the Company shall be considered and approved by the Board of Directors or the shareholders' general meeting. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be approved in a shareholders' general meeting. When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by <u>abovemore than</u> half of the voting rights of the other attending shareholders.</p>

Original articles	Modified to
<p>Article 67 To convene an extraordinary general meeting or a shareholders’ class meeting, the shareholders shall follow the following procedures:</p> <p>(I) The shareholders individually or jointly holding more than 10% of the voting shares at the meeting sought to be held (hereinafter referred to as the “Proposing Shareholders”) may sign one or several written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The abovementioned shareholding shall be calculated as of the day on which the written request is made. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles, provide a written feedback on whether to agree or not to convene such extraordinary general meeting within ten (10) days upon receipt of such proposal.</p> <p>(II) In the event that the Board of Directors agrees to convene the extraordinary general meeting, a notice on the convocation of such meeting shall be given within five (5) days after the resolution being made by the Board of Directors. Changes made to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>(III) In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, the proposing shareholders shall have the right to propose, in written form, the convocation of an extraordinary general meeting to the Board of Supervisors.</p>	<p>Article 67⁵⁴ To convene an extraordinary general meeting or a shareholders’ class meeting, the shareholders shall follow the following procedures:</p> <p>(I) The shareholders individually or jointly holding more than 10% of the voting shares at the meeting sought to be held (hereinafter referred to as the “Proposing Shareholders”) may sign one or several written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The abovementioned shareholding shall be calculated as of the day on which the written request is made. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles, provide a written feedback on whether to agree or not to convene such extraordinary general meeting within ten (10) days upon receipt of such proposal.</p> <p>(II) In the event that the Board of Directors agrees to convene the extraordinary general meeting, a notice on the convocation of such meeting shall be given within five (5) days after the resolution being made by the Board of Directors. Changes made to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>(III) In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, the proposing shareholders shall have the right to propose, in written form, the convocation of an extraordinary general meeting to the Board of Supervisors.</p>

Original articles	Modified to
<p>(IV) In the event that the Board of Supervisors agrees to convene the extraordinary general meeting, a notice on the convocation of such meeting shall be given within five (5) days after receiving the proposal. Changes made to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>(V) If the Board of Supervisors fails to give a notice on the convocation of extraordinary general meeting within time limit, it shall be deemed having no intention to convene and preside over the meeting. In this case, the shareholders individually or jointly holding more than 10% of the Company's shares for more than ninety consecutive days shall have the right to convene and preside over the meeting by themselves. The convocational procedure shall, to the extent possible, be identical to procedures according to which meeting is to be convened by the Board of Directors.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and the Board of Supervisors to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owned by the Company to the delinquent directors and supervisors.</p>	<p>(IV) In the event that the Board of Supervisors agrees to convene the extraordinary general meeting, a notice on the convocation of such meeting shall be given within five (5) days after receiving the proposal. Changes made to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>(V) If the Board of Supervisors fails to give a notice on the convocation of extraordinary general meeting within time limit, it shall be deemed having no intention to convene and preside over the meeting. In this case, the shareholders individually or jointly holding more than 10% of the Company's shares for more than ninety consecutive days shall have the right to convene and preside over the meeting by themselves. The convocational procedure shall, to the extent possible, be identical to procedures according to which meeting is to be convened by the Board of Directors.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and the Board of Supervisors to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owned by the Company to the delinquent directors and supervisors.</p> <p><u>If the Board of Directors is unable to perform or fails to perform its duty to convene a shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner; if the Board of Supervisors fails to convene and preside over the meeting, the shareholders who have held above ten percent of the Company's shares, either individually or collectively, for a period of above ninety consecutive days may convene and preside over the meeting on their own.</u></p>

Original articles	Modified to
	<p><u>In the event that shareholders who individually or collectively hold above ten percent of the shares of the Company request the convening of an extraordinary general meeting, the Board of Directors or the Board of Supervisors shall make a decision as to whether or not to convene an extraordinary general meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</u></p>
<p>Article 68 To convene the shareholders' general meeting, the shareholders individually or jointly holding more than 3% of the total voting shares shall be entitled to propose new resolutions in writing to the Company. The Company shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting for the consideration.</p>	<p>Article 6855 To convene the shareholders' general meeting, the shareholders individually or jointly holding more than 3% of the total voting shares shall be entitled to propose new resolutions in writing to the Company. The Company shall incorporate the matters falling within the scope of duties of the shareholders' general meeting into the agenda of such meeting for the consideration.</p> <p><u>Shareholders who individually or collectively hold above three percent of the shares of the Company may, ten days prior to the convening of the general meeting, put forward an ad hoc proposal and submit the same in writing to the Board of Directors; the Board of Directors shall notify the other shareholders within two days upon receiving such proposal and submit the same to the general meeting for consideration. The contents of an ad hoc proposal shall be within the scope of duties of the shareholders' general meeting and with a clear agenda and specific resolutions.</u></p>

Original articles	Modified to
<p>Article 70 To convene the annual general meeting, the Company shall give a written notice twenty (20) business days before the date of meeting, and to convene the extraordinary general meeting, the Company shall give a written notice ten (10) business days or fifteen (15) days (whichever is longer) before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and of the date and place of the meeting.</p>	<p>Article 7057 To convene the annual general meeting, the Company shall give a written notice twenty (20) business days before the date of meeting, and to convene the extraordinary general meeting, the Company shall give a written notice ten (10) business days or fifteen (15) days (whichever is longer) before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and of the date and place of the meeting.</p>
<p>Article 73 Unless otherwise specified by laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, as well as the Articles, the notice of the shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the shareholders' general meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Article 7360 Unless otherwise specified by laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, as well as the Articles, the notice of the shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting) <u>in such manner as specified in the Articles or in such manner as permitted by the stock exchange where the shares of the Company are listed.</u> The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the shareholders' general meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

Original articles	Modified to
<p>Article 75 Any shareholder who is entitled to attend and vote at a shareholders’ general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) Such shareholder’s right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p> <p>If the shareholder is a recognized clearing house (or its proxy), such shareholder may authorize one or more persons it thinks fit to act as its proxy at any shareholder’s meeting(or any class of any shareholder’s meeting); however, if more than one person is authorized, the power of attorney shall specify the number and class of the shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its proxy) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were an individual shareholder of the Company.</p>	<p>Article 7562 Any shareholder who is entitled to attend and vote at a shareholders’ general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy so appointed can exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) Such shareholder’s right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p> <p>If the shareholder is a recognized clearing house (or its proxy), such shareholder may authorize one or more persons it thinks fit to act as its proxy at any shareholder’s meeting(or any class of any shareholder’s <u>creditors</u> meeting); however, if more than one person is authorized, the power of attorney shall specify the number and class of the shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its proxy) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were an individual shareholder of the Company.</p>

Original articles	Modified to
<p>Article 78 If the appointer has passed away or became incapacitated to act, withdrawn the appointment or the power of attorney, or transferred the Relevant Shares before voting, the proxy’s vote based on the power of attorney shall remain valid until written notice of such event has been received by the Company.</p>	<p>Article 78 If the appointer has passed away or became incapacitated to act, withdrawn the appointment or the power of attorney, or transferred the Relevant Shares before voting, the proxy’s vote based on the power of attorney shall remain valid until written notice of such event has been received by the Company.</p>
<p>Article 79 The proxy form shall be deposited in the Company domicile or such other place specified in the notice of the meeting not less than twenty-four (24) hours before the meeting at which the proxy is authorized to vote. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments shall be deposited, along with the proxy form, in the Company domicile or such other place specified in the notice of the meeting.</p> <p>If the appointer is a legal person, its legal representative or the person authorized by the resolutions of the Board of Directors or other decision – making body shall attend the shareholders’ general meeting on behalf of the appointer.</p>	<p>Article 7965 The proxy form shall be deposited in the Company domicile or such other place specified in the notice of the meeting not less than twenty-four (24) hours before the meeting at which the proxy is authorized to vote. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments shall be deposited, along with the proxy form, in the Company domicile or such other place specified in the notice of the meeting.</p> <p>If the appointer is a legal person, its legal representative or the person authorized by the resolutions of the Board of Directors or other decision – making body shall attend <u>and vote at</u> the shareholders’ general meeting on behalf of the appointer <u>and, where the appointer is so represented, it shall be treated as being present at any meeting in person.</u></p>

Original articles	Modified to
<p>Article 80 The shareholders’ general meeting shall be presided over and chaired by the chairman of the Board of Directors. If the chairman is unable to attend the meeting for some reason, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman is unable or fails to perform his duties, a director jointly elected by above half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders’ general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>The shareholders’ general meeting convened by the shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p>	<p>Article 8066 The shareholders’ general meeting shall be convened by the Board, presided over and chaired by the chairman of the Board of Directors. If the chairman is unable to attend the meeting for some reason is unable or fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman is unable or fails to perform his duties, a director jointly elected by abovemore than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders’ general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>The shareholders’ general meeting convened by the shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.</p>
<p>Article 83 If chairman of the meeting decides to elect chairman of the meeting or adjourn the meeting through voting upon a show of hands, this voting shall be taken immediately. A poll determined by chairman of the meeting on any other matter shall be taken at such time as the chairman deems appropriate, and the meeting may proceed to discuss other matters. The result of voting upon a show of hands shall still be deemed as a resolution passed at that meeting.</p>	<p>Article 83 If chairman of the meeting decides to elect chairman of the meeting or adjourn the meeting through voting upon a show of hands, this voting shall be taken immediately. A poll determined by chairman of the meeting on any other matter shall be taken at such time as the chairman deems appropriate, and the meeting may proceed to discuss other matters. The result of voting upon a show of hands shall still be deemed as a resolution passed at that meeting.</p>

Original articles	Modified to
<p>Article 84 On a poll taken at a meeting, a shareholder (including his proxy) entitled to two or more votes need not cast all his votes in the same way.</p>	<p>Article 84 On a poll taken at a meeting, a shareholder (including his proxy) entitled to two or more votes need not cast all his votes in the same way.</p>
<p>Article 85 When the number of negative votes is equal to that of affirmative votes, regardless whether the vote is taken upon a show of hands or by poll, the chairman of the meeting shall have right to cast one more vote.</p>	<p>Article 85 When the number of negative votes is equal to that of affirmative votes, regardless whether the vote is taken upon a show of hands or by poll, the chairman of the meeting shall have right to cast one more vote.</p>
<p>Article 88 The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) Issuance of debentures of the Company;</p> <p>(III) Division, merger, dissolution and liquidation of the Company;</p> <p>(IV) Change of corporate form of the Company;</p> <p>(V) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(VI) Amendment to the Articles;</p> <p>(VII) Any other matters prescribed by the laws, administrative regulations or the Articles, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution.</p>	<p>Article 8871 The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(H) Issuance of debentures of the Company;</p> <p>(HHI) Division, merger, dissolution and liquidation of the Company;</p> <p>(HIII) Change of corporate form of the Company;</p> <p>(VIV) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(VIV) Amendment to the Articles;</p> <p>(VHVI) Any other matters prescribed by the laws, administrative regulations or the Articles, and those matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and are required to be approved by a special resolution.</p>

Original articles	Modified to
<p>Article 90 The chairman of the meeting shall be responsible for determining whether a resolution at a shareholders’ general meeting has been passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>	<p>Article 90 The chairman of the meeting shall be responsible for determining whether a resolution at a shareholders’ general meeting has been passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>
<p>Article 92 If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The meeting minutes shall be kept at the Company’s domicile, along with the attendance records signed by the attending shareholders and proxy forms.</p>	<p>Article 92 If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The meeting minutes shall be kept at the Company’s domicile, along with the attendance records signed by the attending shareholders and proxy forms.</p>
<p>Article 93 Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within seven (7) days upon the receipt of reasonable fees.</p>	<p>Article 93 Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within seven (7) days upon the receipt of reasonable fees.</p>
<p style="text-align: center;">Chapter 9 Special Procedures for Voting by Class Shareholders</p>	<p style="text-align: center;">Chapter 9 Special Procedures for Voting by Class Shareholders</p>
<p>Article 95 Shareholders holding different classes of shares are referred to as class shareholders. A class shareholder shall enjoy the rights and obligations as specified in the laws, administrative regulations and the Articles.</p> <p>In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. Where the share capital of the Company includes shares that do not carry voting rights, the words “non-voting” must appear on the name of such shares.</p> <p>Where the share capital includes shares with different voting rights, the name of every class of shares (except for those with the most favourable voting right) must include the words “restricted voting” or “limited voting”.</p>	<p>Article 95 Shareholders holding different classes of shares are referred to as class shareholders. A class shareholder shall enjoy the rights and obligations as specified in the laws, administrative regulations and the Articles.</p> <p>In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. Where the share capital of the Company includes shares that do not carry voting rights, the words “non-voting” must appear on the name of such shares.</p> <p>Where the share capital includes shares with different voting rights, the name of every class of shares (except for those with the most favourable voting right) must include the words “restricted voting” or “limited voting”.</p>

Original articles	Modified to
<p>Article 96 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting or at the meeting separately convened by the affected class shareholders in accordance with the Articles.</p>	<p>Article 96 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting or at the meeting separately convened by the affected class shareholders in accordance with the Articles.</p>
<p>Article 97 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:</p> <p>(I) Increasing or decreasing the number of the shares of such class or the number of a class having voting rights, distribution rights and other privileges equal or superior to the shares of such class;</p> <p>(II) Effecting a change of all or part of the shares of such class into those of another class, or effecting an exchange or creating a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(III) Removing or reducing the rights in respect to accrued dividends or the accumulated dividends attached to shares of such class;</p> <p>(IV) Reducing or removing the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</p> <p>(V) Adding, removing or reducing the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) Removing or reducing the rights to receive payables from the Company in a particular currency attached to shares of such class;</p>	<p>Article 97 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:</p> <p>(I) Increasing or decreasing the number of the shares of such class or the number of a class having voting rights, distribution rights and other privileges equal or superior to the shares of such class;</p> <p>(II) Effecting a change of all or part of the shares of such class into those of another class, or effecting an exchange or creating a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(III) Removing or reducing the rights in respect to accrued dividends or the accumulated dividends attached to shares of such class;</p> <p>(IV) Reducing or removing the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</p> <p>(V) Adding, removing or reducing the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) Removing or reducing the rights to receive payables from the Company in a particular currency attached to shares of such class;</p>

Original articles	Modified to
(VII) Creating a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;	(VII) Creating a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;
(VIII) Restricting the transfer or ownership of shares of such class or to impose additional restrictions thereto;	(VIII) Restricting the transfer or ownership of shares of such class or to impose additional restrictions thereto;
(IX) Granting the right to subscribe for, or convert into, shares of such or another class;	(IX) Granting the right to subscribe for, or convert into, shares of such or another class;
(X) Increasing the rights and privileges of other classes of shares;	(X) Increasing the rights and privileges of other classes of shares;
(XI) Making a restructuring scheme which will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and	(XI) Making a restructuring scheme which will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and
(XII) Varying or abrogating the provisions in this chapter.	(XII) Varying or abrogating the provisions in this chapter.

Original articles	Modified to
<p>Article 98 Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders’ general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning sub-paragraphs (II) to (VIII) and (XI) to (XII) of Article 97 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>“Interested shareholder(s)” mentioned in the preceding paragraph has the following meanings:</p> <p>(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on the Hong Kong Stock Exchange under Article 29 hereof; an “interested shareholder” shall mean a “controlling shareholder” as defined in Article 59 hereof;</p> <p>(II) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, an “interested shareholder” shall mean a shareholder who is related to the agreement;</p> <p>(III) In the plan of company reorganization, an “interested shareholder” shall mean a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p>	<p>Article 98 Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders’ general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning sub-paragraphs (II) to (VIII) and (XI) to (XII) of Article 97 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>“Interested shareholder(s)” mentioned in the preceding paragraph has the following meanings:</p> <p>(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on the Hong Kong Stock Exchange under Article 29 hereof; an “interested shareholder” shall mean a “controlling shareholder” as defined in Article 59 hereof;</p> <p>(II) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, an “interested shareholder” shall mean a shareholder who is related to the agreement;</p> <p>(III) In the plan of company reorganization, an “interested shareholder” shall mean a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p>
<p>Article 99 A resolution of a class meeting shall be passed in accordance with Article 88 of the Articles of Association by at least a two-thirds majority calculated on the basis of the voting rights held by the shareholders present and entitled to vote at the class meeting.</p>	<p>Article 99 A resolution of a class meeting shall be passed in accordance with Article 88 of the Articles of Association by at least a two-thirds majority calculated on the basis of the voting rights held by the shareholders present and entitled to vote at the class meeting.</p>

Original articles	Modified to
<p>Article 100 In the event that the Company convenes a shareholders’ class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class in accordance with the notice period for the convening of a general meeting as required in the Article 75 of the Articles, specifying the matters proposed to be considered and the date and place of the meeting.</p>	<p>Article 100 In the event that the Company convenes a shareholders’ class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class in accordance with the notice period for the convening of a general meeting as required in the Article 75 of the Articles, specifying the matters proposed to be considered and the date and place of the meeting.</p>
<p>Article 101 The notice of the shareholders’ class meeting shall only be served to shareholders entitled to vote at the meeting. A shareholders’ class meeting shall be held under procedure as similar as possible to a shareholders’ general meeting. The provisions of the Articles which relate to the convening of shareholders’ general meeting shall apply to a shareholders’ class meeting.</p>	<p>Article 101 The notice of the shareholders’ class meeting shall only be served to shareholders entitled to vote at the meeting. A shareholders’ class meeting shall be held under procedure as similar as possible to a shareholders’ general meeting. The provisions of the Articles which relate to the convening of shareholders’ general meeting shall apply to a shareholders’ class meeting.</p>
<p>Article 102 In addition to holders of other classes of shares, the holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. The special voting procedures of class shareholders shall not apply to the following circumstances:</p> <p>(I) Where the Company issues, upon approval by a special resolution of a shareholders’ general meeting, domestic shares and overseas-listed foreign shares either separately or concurrently every twelve (12) months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares;</p> <p>(II) Where the Company’s plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within fifteen (15) months from the date of approval by the securities regulatory authority under the State Council.</p>	<p>Article 102 In addition to holders of other classes of shares, the holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. The special voting procedures of class shareholders shall not apply to the following circumstances:</p> <p>(I) Where the Company issues, upon approval by a special resolution of a shareholders’ general meeting, domestic shares and overseas-listed foreign shares either separately or concurrently every twelve (12) months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares;</p> <p>(II) Where the Company’s plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within fifteen (15) months from the date of approval by the securities regulatory authority under the State Council.</p>

Original articles	Modified to
<p>Article 109 The Board of Directors is accountable to the shareholders’ general meeting and shall exercise the following functions and powers:</p> <p>(I) To convene and report to the shareholders’ general meeting;</p> <p>(II) To implement the resolutions adopted at shareholders’ general meetings;</p> <p>(III) To decide on the Company’s business plans and investment plans;</p> <p>(IV) To formulate the Company’s annual financial budgets and final accounts;</p> <p>(V) To formulate the Company’s proposal on profit distribution and plan for recovery of losses;</p> <p>(VI) To formulate proposals for increases or reduction of the Company’s registered capital and proposals for the issue of corporate bonds;</p> <p>(VII) To formulate plans for repurchase of the Company’s shares, or merger, division, dissolution, or change of corporate formation of the Company;</p> <p>(VIII) To appoint or dismiss the Company’s general manager, and to decide on the appointment or dismissal of senior management officer such as deputy general manager, chief accountant, chief legal officer and chief engineer pursuant to the nomination of the general manager result and decide on the appointment or dismissal of the secretary to the Board of Directors pursuant to the nomination of the chairman of the Board of Directors;</p> <p>(IX) To decide on the matters relating to the remuneration of the aforesaid senior management officers;</p>	<p>Article 10981 The Board of Directors is accountable to the shareholders’ general meeting and shall exercise the following functions and powers:</p> <p>(I) To convene and report to the shareholders’ general meeting;</p> <p>(II) To implement the resolutions adopted at shareholders’ general meetings;</p> <p>(III) To decide on the Company’s business plans and investment plans;</p> <p>(IV) To formulate the Company’s annual financial budgets and final accounts;</p> <p>(V) To formulate the Company’s proposal on profit distribution and plan for recovery of losses;</p> <p>(VI) To formulate proposals for increases or reduction of the Company’s registered capital and proposals for the issue of corporate bonds;</p> <p>(VII) To formulate plans for repurchase of the Company’s shares, or merger, division, dissolution, or change of corporate formation of the Company;</p> <p>(VIII) To appoint or dismiss the Company’s general manager, and to decide on the appointment or dismissal of senior management officer such as deputy general manager, chief accountant, chief legal officer and chief engineer pursuant to the nomination of the general manager result and decide on the appointment or dismissal of the secretary to the Board of Directors pursuant to the nomination of the chairman of the Board of Directors;</p> <p>(IX) To decide on the matters relating to the remuneration of the aforesaid senior management officers;</p>

Original articles	Modified to
(X) To formulate the Company's basic management system;	(X) To formulate the Company's basic management system;
(XI) To formulate proposals for amendment to the Articles;	(XI) To formulate proposals for amendment to the Articles;
(XII) To decide on the setup of internal management institutions of the Company;	(XII) To decide on the setup of internal management institutions of the Company;
(XIII) To decide on the setup and adjustment of the special committees of the Board;	(XIII) To decide on the setup and adjustment of the special committees of the Board;
(XIV) Matters such as investments, acquisitions or disposals of assets, financing and connected transactions that require decisions to be made by the Board of Directors in accordance with the Hong Kong Listing Rules;	(XIV) Matters such as investments, acquisitions or disposals of assets, financing and connected transactions that require decisions to be made by the Board of Directors in accordance with the Hong Kong Listing Rules;
(XV) To evaluate and determine the nature and degree of risk acceptable for the Company in achieving the strategic target, to ensure that the Company establishes and maintains an appropriate and effective risk management and internal monitoring system, to continuously supervise this system, and to ensure that check is conducted at least once a year, on whether the system of the Company and its subsidiaries is effective;	(XV) To evaluate and determine the nature and degree of risk acceptable for the Company in achieving the strategic target, to ensure that the Company establishes and maintains an appropriate and effective risk management and internal monitoring system, to continuously supervise this system, and to ensure that check is conducted at least once a year, on whether the system of the Company and its subsidiaries is effective;
(XVI) To decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meeting as specified under the Company Law and the Articles;	(XVI) To decide on other major affairs of the Company, save for matters required to be resolved at shareholders' general meeting as specified under the Company Law and the Articles;
(XVII) To exercise other functions and powers conferred by the laws, administrative regulations, the Articles and the shareholders' general meetings.	(XVII) To exercise other functions and powers conferred by the laws, administrative regulations, the Articles and the shareholders' general meetings.

Original articles	Modified to
<p>With the exception of matters specified in sub-paragraphs (VI), (VII) and (XI), which shall be passed by two-thirds or more of the directors by voting, the resolutions of the Board of Directors in respect to any other aforesaid matters may be passed by more than half of all directors.</p> <p>A resolution made by the Board of Directors on a connected transaction must take effect only after consideration and approval by independent non-executive directors.</p>	<p>With the exception of matters specified in sub-paragraphs (VI), (VII) and (XI), which shall be passed by two-thirds or more of the directors by voting, the resolutions of the Board of Directors in respect to any other aforesaid matters may be passed by more than half of all directors.</p> <p>A resolution made by the Board of Directors on a connected transaction must take effect only after consideration and approval by independent non-executive directors.</p>
<p>Article 110 The Board of Directors shall not, without the approval of shareholders' general meeting, dispose of or agree to dispose of any fixed assets of the Company where the expected amount or value of the fixed assets proposed for disposal, and the amount or value of the consideration for any such disposal of any fixed assets that has been completed within four (4) months before the proposed disposal, exceed 33% of the value of the Company's fixed assets as shown in the last balance sheet tabled before the shareholders' general meeting.</p> <p>For the purpose of this Article, the term "disposal of fixed assets" includes an act involving the transfer of an interest in certain assets, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of a transaction for disposal of fixed assets by the Company shall not be affected by breach of the first paragraph of this Article.</p>	<p>Article 110 The Board of Directors shall not, without the approval of shareholders' general meeting, dispose of or agree to dispose of any fixed assets of the Company where the expected amount or value of the fixed assets proposed for disposal, and the amount or value of the consideration for any such disposal of any fixed assets that has been completed within four (4) months before the proposed disposal, exceed 33% of the value of the Company's fixed assets as shown in the last balance sheet tabled before the shareholders' general meeting.</p> <p>For the purpose of this Article, the term "disposal of fixed assets" includes an act involving the transfer of an interest in certain assets, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of a transaction for disposal of fixed assets by the Company shall not be affected by breach of the first paragraph of this Article.</p>

Original articles	Modified to
<p>Article 118 If a director or any of his associates (as defined in the Hong Kong Listing Rules) has a material interest in or related relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Nor shall he be counted in the quorum present at the meeting. A meeting of the Board of Directors can be held provided that more than half of the unaffiliated directors are present. Any resolution made by the Board of Directors shall be approved by more than half of the unaffiliated directors. If no more than three (3) unaffiliated directors attend the meeting of the Board of Directors, the Company shall submit this proposal to the shareholders' general meeting for consideration. When submitting this proposal to the general meeting for approval, the Board of Directors shall explain its consideration on the proposal and record the opinions of unaffiliated directors.</p>	<p>Article 11889 If a director or any of his associates (as defined in the Hong Kong Listing Rules) has a material interest in or relatedconnected relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Nor shall he be counted in the quorum present at the meeting. A meeting of the Board of Directors can be held provided that more than half of the unaffiliatednon-connected directors are present. Any resolution made by the Board of Directors shall be approved by more than half of the unaffiliatednon-connected directors. If no more than three (3) unaffiliatednon-connected directors attend the meeting of the Board of Directors, the Company shall submit this proposal to the shareholders' general meeting for consideration. When submitting this proposal to the general meeting for approval, the Board of Directors shall explain its consideration on the proposal and record the opinions of unaffiliatednon-connected directors.</p>
<p>Article 127 The Company shall establish the Board of Supervisors composed of five (5) supervisors. The term of office of supervisors shall be three (3) years, renewable upon re-election and re-appointment. The Board of Supervisors has one chairman, whose appointment and dismissal shall be approved by more than two-thirds of the supervisors through voting.</p>	<p>Article 12798 The Company shall establish the Board of Supervisors composed of five (5) supervisors. The term of office of supervisors shall be three (3) years, renewable upon re-election and re-appointment. The Board of Supervisors has one chairman, whose appointment and dismissal shall be approved by more than halfmore than two-thirds of the supervisors through voting.</p>
<p>Article 135 Each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or more of the members of Board of Supervisors.</p>	<p>Article 13506 Each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or moremore than half of the members of Board of Supervisors.</p>

Original articles	Modified to
<p>Article 137 The following persons may not serve as a director, supervisor, the general manager, or other senior management officer of the Company:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five (5) years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five (5) years have elapsed since the sentence was served;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three (3) years have elapsed since the date of the revocation of business license of such company or enterprise;</p> <p>(V) A person who has a relatively large amount of debts which have become overdue;</p>	<p>Article 13708 The following persons may not serve as a director, supervisor, the general manager, or other senior management officer of the Company:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, where less than five (5) years have elapsed since the sentence was served, or who has been deprived of his political rights due to criminal offense, where less than five (5) years have elapsed since the sentence was served;</p> <p>(III) A person who is a former director, factory manager or manager of a company or enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;</p> <p>(IV) A person who is a former legal representative of a company or enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than three (3) years have elapsed since the date of the revocation of business license of such company or enterprise;</p> <p>(V) A person who has a relatively large amount of debts which have become overdue;</p>

Original articles	Modified to
<p>(VI) A person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;</p> <p>(VII) A person who, according to law and administrative regulations, is not permitted to be the leader of an enterprise;</p> <p>(VIII) A person who is not a natural person;</p> <p>(IX) A person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of such conviction;</p> <p>(X) Other persons stipulated in the relevant laws and regulations of the place where the Company's shares are listed.</p>	<p>(VI) A person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;</p> <p>(VII) A person who, according to law and administrative regulations, is not permitted to be the leader of an enterprise;</p> <p>(VIII) A person who is not a natural person;</p> <p>(IX) A person who has been convicted by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of such conviction;</p> <p>(X) Other persons stipulated in the relevant laws and regulations of the place where the Company's shares are listed.</p>
<p>Article 144 Except for circumstances prescribed in Article 58 hereof, a director, supervisor, general manager and other senior management officers of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders' general meeting.</p>	<p>Article 144 Except for circumstances prescribed in Article 58 hereof, a director, supervisor, general manager and other senior management officers of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders' general meeting.</p>

Original articles	Modified to
<p>Article 145 Where a director, supervisor, general manager or other senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (except for the employment contract reached between the Company and that director, supervisor, general manager or other senior management officers), he shall disclose the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not such matters are subject to the approval of the Board of Directors under normal circumstances.</p> <p>Except for the cases mentioned in the Note 1 to Annex 4 of the Hong Kong Listing Rules or allowed by the Hong Kong Stock Exchange, a director shall not vote on any resolution of the Board of Directors approving any contract, transaction or arrangement or any other relevant proposal in which he or any of his associates (as defined under the Hong Kong Listing Rules, as amended or supplemented from time to time) has a material interest nor shall he be counted in the quorum present at the meeting. Unless the interested director, supervisor, general manager or other senior management officer of the Company has disclosed his interest to the Board of Directors as required by the first paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, general manager or other senior management officer.</p> <p>A director, supervisor, general manager or other senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related party is interested.</p>	<p>Article 1415 Where a director, supervisor, general manager or other senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (except for the employment contract reached between the Company and that director, supervisor, general manager or other senior management officers), he shall disclose the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not such matters are subject to the approval of the Board of Directors under normal circumstances.</p> <p>Except for the cases mentioned in the Note 1 to Annex 4 of the Hong Kong Listing Rules or allowed by the Hong Kong Stock Exchange, a director shall not vote on any resolution of the Board of Directors approving any contract, transaction or arrangement or any other relevant proposal in which he or any of his associates (as defined under the Hong Kong Listing Rules, as amended or supplemented from time to time) has a material interest nor shall he be counted in the quorum present at the meeting. Unless the interested director, supervisor, general manager or other senior management officer of the Company has disclosed his interest to the Board of Directors as required by the first paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, general manager or other senior management officer.</p> <p>A director, supervisor, general manager or other senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related party is interested.</p>

Original articles	Modified to
<p>Article 146 Where a director, supervisor, general manager or other senior management officer of the Company gives the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in the contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed to be a disclosure for the purpose of the preceding Article of this Chapter, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the relevant contract conclusion, transaction or arrangement is first taken into consideration by the Company.</p>	<p>Article 146 Where a director, supervisor, general manager or other senior management officer of the Company gives the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in the contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed to be a disclosure for the purpose of the preceding Article of this Chapter, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the relevant contract conclusion, transaction or arrangement is first taken into consideration by the Company.</p>

Original articles	Modified to
<p>Article 147 The Company shall not in any manner pay taxes for its directors, supervisors, general manager and other senior management officers.</p>	<p>Article 147 The Company shall not in any manner pay taxes for its directors, supervisors, general manager and other senior management officers.</p>
<p>Article 148 The Company shall not directly or indirectly make a loan to or provide any guarantee for a loan to a director, supervisor, general manager or other senior management officer of the Company or the Company's controlling shareholders or any of their respective related parties.</p> <p>The foregoing provision shall not apply to the following circumstances:</p> <p>(I) The provision by the Company of a loan or a guarantee for a loan to its subsidiaries;</p> <p>(II) The provision by the Company of a loan or a guarantee for a loan or any other funds to any of its directors, supervisors, general managers or other senior management officers pursuant to their employment contracts which were approved by the shareholders in a general meeting for him to settle expenditures incurred by him for expenses incurred in performing his duties and responsibilities; and</p> <p>(III) If the ordinary scope of business of the Company is expanded to include the provision of loans or guarantees for loans, the Company may provide a loan or a guarantee for a loan to any of the relevant directors, supervisors, general managers or other senior management officers or their respective related parties, provided that the provision of loans or guarantees for loans is on normal commercial terms.</p>	<p>Article 148 The Company shall not directly or indirectly make a loan to or provide any guarantee for a loan to a director, supervisor, general manager or other senior management officer of the Company or the Company's controlling shareholders or any of their respective related parties.</p> <p>The foregoing provision shall not apply to the following circumstances:</p> <p>(I) The provision by the Company of a loan or a guarantee for a loan to its subsidiaries;</p> <p>(II) The provision by the Company of a loan or a guarantee for a loan or any other funds to any of its directors, supervisors, general managers or other senior management officers pursuant to their employment contracts which were approved by the shareholders in a general meeting for him to settle expenditures incurred by him for expenses incurred in performing his duties and responsibilities; and</p> <p>(III) If the ordinary scope of business of the Company is expanded to include the provision of loans or guarantees for loans, the Company may provide a loan or a guarantee for a loan to any of the relevant directors, supervisors, general managers or other senior management officers or their respective related parties, provided that the provision of loans or guarantees for loans is on normal commercial terms.</p>

Original articles	Modified to
<p>Article 149 A loan made by the Company in breach of the preceding Article shall be repayable forthwith by the recipient of the loan regardless of the terms of the loan.</p>	<p>Article 149 A loan made by the Company in breach of the preceding Article shall be repayable forthwith by the recipient of the loan regardless of the terms of the loan.</p>
<p>Article 150 A guarantee for a loan provided by the Company in breach of the first paragraph of Article 148 shall not be enforceable against the Company, unless:</p> <p>(I) The lender was not aware of the relevant circumstances when he provided a loan to a related party of any of the directors, supervisors, general managers and other senior management officers of the Company or of the Company’s controlling shareholders;</p> <p>(II) The collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p>Article 150 A guarantee for a loan provided by the Company in breach of the first paragraph of Article 148 shall not be enforceable against the Company, unless:</p> <p>(I) The lender was not aware of the relevant circumstances when he provided a loan to a related party of any of the directors, supervisors, general managers and other senior management officers of the Company or of the Company’s controlling shareholders;</p> <p>(II) The collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>
<p>Article 151 For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking or property provided by the guarantor to secure the performance of obligations by the obligor.</p>	<p>Article 151 For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking or property provided by the guarantor to secure the performance of obligations by the obligor.</p>

Original articles	Modified to
<p>Article 152 Where a director, supervisor, general manager or other senior management officer of the Company is in breach of his obligations owed to the Company, the Company has, in addition to any rights and remedies provided for in the laws and administrative regulations, the right to take the following measures:</p> <p>(I) To demand such director, supervisor, general manager or other senior management officer compensate for losses sustained by the Company as a result of such breach;</p> <p>(II) To rescind any contract or transaction that has been entered into by the Company with such director, supervisor, general manager or other senior management officer, or with a third party (where such third party has known or should have known that such director, supervisor, general manager or other senior management officer that represents the Company has breached his duties owed to the Company);</p> <p>(III) To demand such director, supervisor, general manager or other senior management officer to surrender profits obtained as a result of the breach of his obligations;</p> <p>(IV) To recover any monies received by the director, supervisor, general manager or other senior management officer that should have been received by the Company, including (without limitation) commissions;</p> <p>(V) To demand the return of interest earned or which may have been earned by such director, supervisor, general manager or other senior management officer on the monies that should have been paid to the Company.</p>	<p>Article 152 Where a director, supervisor, general manager or other senior management officer of the Company is in breach of his obligations owed to the Company, the Company has, in addition to any rights and remedies provided for in the laws and administrative regulations, the right to take the following measures:</p> <p>(I) To demand such director, supervisor, general manager or other senior management officer compensate for losses sustained by the Company as a result of such breach;</p> <p>(II) To rescind any contract or transaction that has been entered into by the Company with such director, supervisor, general manager or other senior management officer, or with a third party (where such third party has known or should have known that such director, supervisor, general manager or other senior management officer that represents the Company has breached his duties owed to the Company);</p> <p>(III) To demand such director, supervisor, general manager or other senior management officer to surrender profits obtained as a result of the breach of his obligations;</p> <p>(IV) To recover any monies received by the director, supervisor, general manager or other senior management officer that should have been received by the Company, including (without limitation) commissions;</p> <p>(V) To demand the return of interest earned or which may have been earned by such director, supervisor, general manager or other senior management officer on the monies that should have been paid to the Company.</p>

Original articles	Modified to
<p>Article 153 The Company shall, with the prior approval of shareholders' general meeting, enter into a written contract with its director and supervisor regarding his remuneration. The aforesaid emoluments include:</p> <p>(I) Emoluments in respect to his service as director, supervisor or senior management officer of the Company;</p> <p>(II) Emoluments in respect to his service as director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) Emoluments in respect to the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; and</p> <p>(IV) Payment to the director or supervisor as compensation for loss of office or as consideration in connection with his retirement.</p> <p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect to the matters mentioned in this Article except pursuant to the contract mentioned above.</p>	<p>Article 153 The Company shall, with the prior approval of shareholders' general meeting, enter into a written contract with its director and supervisor regarding his remuneration. The aforesaid emoluments include:</p> <p>(I) Emoluments in respect to his service as director, supervisor or senior management officer of the Company;</p> <p>(II) Emoluments in respect to his service as director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) Emoluments in respect to the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; and</p> <p>(IV) Payment to the director or supervisor as compensation for loss of office or as consideration in connection with his retirement.</p> <p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect to the matters mentioned in this Article except pursuant to the contract mentioned above.</p>

Original articles	Modified to
<p>Article 154 The contracts entered into between the Company and its directors or supervisors concerning emoluments shall prescribe that in the event that the Company is being acquired, the Company’s directors and supervisors shall, subject to the prior approval of shareholders’ general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <p>(I) An offer made by any person to all shareholders; or</p> <p>(II) An offer made by any person such that the offeror will become the controlling shareholder. The term “controlling shareholder” has the same meaning as defined in the Article 59 of the Articles.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum received by him shall belong to those persons who have sold their shares as a result of the acceptance of such offer, and the expenses incurred in distributing that sum on a pro rata basis among those persons shall be borne by the relevant director or supervisor and shall not be deducted from the distributed sum.</p>	<p>Article 154 The contracts entered into between the Company and its directors or supervisors concerning emoluments shall prescribe that in the event that the Company is being acquired, the Company’s directors and supervisors shall, subject to the prior approval of shareholders’ general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <p>(I) An offer made by any person to all shareholders; or</p> <p>(II) An offer made by any person such that the offeror will become the controlling shareholder. The term “controlling shareholder” has the same meaning as defined in the Article 59 of the Articles.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum received by him shall belong to those persons who have sold their shares as a result of the acceptance of such offer, and the expenses incurred in distributing that sum on a pro rata basis among those persons shall be borne by the relevant director or supervisor and shall not be deducted from the distributed sum.</p>

Original articles	Modified to
<p>Article 161 The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days prior to the date of the annual general meeting. Each shareholder of the Company has the right to receive a copy of such financial reports mentioned in this Chapter.</p> <p>The financial report mentioned in the preceding paragraph shall comprise the directors’ report, together with the balance sheet (including all other documents to be annexed as required by the PRC or other laws and administrative regulations) and the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow), or (subject to the relevant laws of the PRC) the summary.</p> <p>Unless otherwise stipulated by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, as well as the Articles, the Company shall deliver or send by prepaid mail the abovementioned reports to each holder of overseas-listed foreign shares at the address recorded in the register of shareholders at least twenty-one (21) days before the annual shareholders’ general meeting is convened.</p>	<p>Article 16122 The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days prior to the date of the annual general meeting. Each shareholder of the Company has the right to receive a copy of such financial reports mentioned in this Chapter.</p> <p>The financial report mentioned in the preceding paragraph shall comprise the directors’ report, together with the balance sheet (including all other documents to be annexed as required by the PRC or other laws and administrative regulations) and the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow), or (subject to the relevant laws of the PRC) the summary.</p> <p>Unless otherwise stipulated by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, as well as the Articles, the Company shall deliver or send by prepaid mail the abovementioned reports to each holder of overseas-listed foreign shares at the address recorded in the register of shareholders at least twenty-one (21) days before the annual shareholders’ general meeting is convened.</p>
<p>Article 170 The Company shall appoint a receiving agent for holders of overseas – listed foreign shares. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect to the overseas-listed foreign shares, and such payment shall be kept by the receiving agent on such shareholders’ behalf for any payment to them.</p>	<p>Article 17031 The Company shall appoint a receiving agent for holders of overseas – listed foreign shares. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect to the overseas-listed foreign shares, and such payment shall be kept by the receiving agent on such shareholders’ behalf for any payment to them.</p>

Original articles	Modified to
<p>The receiving agent appointed by the Company shall satisfy requirements under the laws of the jurisdiction where the Company's shares are listed or the rules of relevant stock exchange. The receiving agent appointed by the Company for holders of overseas – listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the People's Republic of China, the Company may exercise its right to claim over unclaimed dividends, provided that such right shall not be exercised until after the expiration of the applicable limitations period.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares if such warrants have been left uncashed. The Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>In relation to the exercise of right to issue share warrants to bearer, no new share warrant shall be issued to replace one that has been lost unless the Company is satisfied beyond a reasonable doubt that the original share warrant has been destroyed. The Company has the right to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas – listed foreign shares who is untraceable under the following circumstances:</p> <p>(I) During a period of twelve (12) years at least three (3) dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p>	<p>The receiving agent appointed by the Company shall satisfy requirements under the laws of the jurisdiction where the Company's shares are listed or the rules of relevant stock exchange. The receiving agent appointed by the Company for holders of overseas – listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p> <p>Subject to the relevant laws and regulations of the People's Republic of China, the Company may exercise its right to claim over unclaimed dividends, provided that such right shall not be exercised until after the expiration of the applicable limitations period.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares if such warrants have been left uncashed. The Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>In relation to the exercise of right to issue share warrants to bearer, no new share warrant shall be issued to replace one that has been lost unless the Company is satisfied beyond a reasonable doubt that the original share warrant has been destroyed. The Company has the right to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas – listed foreign shares who is untraceable under the following circumstances:</p> <p>(I) During a period of twelve (12) years at least three (3) dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p>

Original articles	Modified to
<p>(II) Upon expiry of the twelve (12) years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the Hong Kong Stock Exchange of such intention.</p>	<p>(H) Upon expiry of the twelve (12) years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the Hong Kong Stock Exchange of such intention.</p>
<p>Article 171 The Company shall appoint an independent accounting firm which is qualified under the relevant national regulations to audit the Company's annual financial reports and verify other financial reports of the Company.</p>	<p>Article 17132 The Company shall appoint an independent accounting firm which is qualified under the relevant national regulations <u>to undertake the audit of the Company for a period of one year,</u> to audit the Company's annual financial reports and verify other financial reports of the Company.</p>
<p>Article 172 The term of appointment of such an accounting firm shall commence from the end of this annual general meeting and expire after the end of the next annual general meeting.</p>	<p>Article 172 The term of appointment of such an accounting firm shall commence from the end of this annual general meeting and expire after the end of the next annual general meeting.</p>
<p>Article 173 The accounting firm appointed by the Company for annual audit shall have the following rights:</p> <p>(I) The right to review the books, records and documents of the Company, and the right to require the directors, general managers or other senior management officers of the Company to provide relevant information and explanation;</p> <p>(II) The right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as necessary for the discharge of its duties;</p> <p>(III) The right to attend the shareholders' general meetings and to receive all notices of, and other information relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.</p>	<p>Article 173 The accounting firm appointed by the Company for annual audit shall have the following rights:</p> <p>(I) The right to review the books, records and documents of the Company, and the right to require the directors, general managers or other senior management officers of the Company to provide relevant information and explanation;</p> <p>(H) The right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as necessary for the discharge of its duties;</p> <p>(HH) The right to attend the shareholders' general meetings and to receive all notices of, and other information relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.</p>

Original articles	Modified to
<p>Article 174 If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act in this capacity during the period in which a vacancy exists.</p>	<p>Article 174 If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act in this capacity during the period in which a vacancy exists.</p>
<p>Article 175 The shareholders in a general meeting may, by ordinary resolution, remove an accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the firm and the Company. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.</p>	<p>Article 175 The shareholders in a general meeting may, by ordinary resolution, remove an accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the firm and the Company. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.</p>
<p>Article 177 The Company's appointment, removal and non-re-appointment of an accounting firm shall be resolved by a shareholder' general meeting. Such resolution shall be filed with the securities authority of the State Council.</p> <p>Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, or to re-appoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) Before notice of shareholders' general meeting is given to the shareholders a copy of the appointment or removal proposal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year. Leaving includes leaving by removal, resignation and retirement.</p>	<p>Article 177 The Company's appointment, removal and non-re-appointment of an accounting firm shall be resolved by a shareholder' general meeting. Such resolution shall be filed with the securities authority of the State Council.</p> <p>Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, or to re-appoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) Before notice of shareholders' general meeting is given to the shareholders a copy of the appointment or removal proposal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year. Leaving includes leaving by removal, resignation and retirement.</p>

Original articles	Modified to
<p>(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:</p> <ol style="list-style-type: none"> 1. In any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations; and 2. Attach a copy of the representations to the notice and send it to every shareholder entitled to notice of shareholders' general meeting in the manner stipulated in the Articles. <p>(III) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (II) of this Article, such accounting firm may require that the representations to be read out at the shareholders' general meeting and may make further complaint.</p> <p>(IV) An accounting firm that is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. The shareholders' general meeting at which its term of office would otherwise have expired; 2. The shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and 	<p>(H) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:</p> <ol style="list-style-type: none"> 1. In any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations; and 2. Attach a copy of the representations to the notice and send it to every shareholder entitled to notice of shareholders' general meeting in the manner stipulated in the Articles. <p>(HH) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (H) of this Article, such accounting firm may require that the representations to be read out at the shareholders' general meeting and may make further complaint.</p> <p>(IV) An accounting firm that is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. The shareholders' general meeting at which its term of office would otherwise have expired; 2. The shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and

Original articles	Modified to
<p>3. The shareholders' general meeting that is convened as a result of its resignation.</p> <p>The accounting firm leaving its post shall be entitled to receive all notices of, and other information relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>	<p>3.—The shareholders' general meeting that is convened as a result of its resignation.</p> <p>The accounting firm leaving its post shall be entitled to receive all notices of, and other information relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>
<p>Article 178 If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. If the accounting firm resigns, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:</p> <ol style="list-style-type: none"> 1. A statement to the effect that there are no circumstances connected with its resignation that, as it considers, must be brought to the attention of the shareholders or creditors of the Company; or 2. A statement of any such circumstances that should be explained. 	<p>Article 17835 If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. If the accounting firm resigns, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:</p> <ol style="list-style-type: none"> 1.—A statement to the effect that there are no circumstances connected with its resignation that, as it considers, must be brought to the attention of the shareholders or creditors of the Company; or 2.—A statement of any such circumstances that should be explained.

Original articles	Modified to
<p>The Company shall, within fourteen (14) days of the receipt of the written notice referred to in the above sub-clause 2 of this Article, send a copy of the notice to the relevant competent authority. If the notice contains a statement referred to in sub-paragraph two of the previous paragraph of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed foreign shares at the address recorded in the register of shareholders.</p> <p>If the accounting firm's notice of resignation contains a statement that is required to be contained, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>	<p>The Company shall, within fourteen (14) days of the receipt of the written notice referred to in the above sub-clause 2 of this Article, send a copy of the notice to the relevant competent authority. If the notice contains a statement referred to in sub-paragraph two of the previous paragraph of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed foreign shares at the address recorded in the register of shareholders.</p> <p>If the accounting firm's notice of resignation contains a statement that is required to be contained, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>
<p>Article 181 Notices of the Company may be delivered through the following means:</p> <p>(I) By hand;</p> <p>(II) By mail;</p> <p>(III) By fax or electronic mail;</p> <p>(IV) By way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the jurisdiction where the Company's shares are listed;</p> <p>(V) By way of announcement;</p> <p>(VI) By any other means as agreed by the Company or the recipient or as accepted by the recipient after the notice is received;</p>	<p>Article 18138 Notices of the Company may be delivered through the following means:</p> <p>(I) By hand;</p> <p>(II) By mail;</p> <p>(III) By fax or electronic mail;</p> <p>(IV) By way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the jurisdiction where the Company's shares are listed;</p> <p>(V) By way of announcement;</p> <p>(VI) By any other means as agreed by the Company or the recipient or as accepted by the recipient after the notice is received;</p>

Original articles	Modified to
<p>(VII) By any other means as approved by the relevant regulatory authorities of the jurisdictions where the Company's shares are listed or as specified in the Articles.</p> <p>Unless the context otherwise specifies, the "notices" referred to in the Articles shall mean, in respect to announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the e-submission system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall at the same time also be published on the Company's website. In addition, unless otherwise required in the Articles, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas – listed foreign shares by personal delivery or prepaid mail, so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p>	<p>(VII) By any other means as approved by the relevant regulatory authorities of the jurisdictions where the Company's shares are listed or as specified in the Articles.</p> <p>Unless the context otherwise specifies, the "notices" referred to in the Articles shall mean, in respect to announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the e-submission system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall at the same time also be published on the Company's website. In addition, unless otherwise required in the Articles, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas – listed foreign shares by personal delivery or prepaid mail, so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p>

Original articles	Modified to
<p>The Company's holders of overseas-listed foreign shares can, in writing, select to receive corporate communication by electronic means or by prepaid mail that the Company will send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.</p> <p>Shareholders or directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.</p> <p>Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, as for the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of the Hong Kong Stock Exchange, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes, but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules.</p>	<p>The Company's holders of overseas-listed foreign shares can, in writing, select to receive corporate communication by electronic means or by prepaid mail that the Company will send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.</p> <p>Shareholders or directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.</p> <p>Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, as for the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of the Hong Kong Stock Exchange, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or, via its website or by mail. Corporate communication includes, but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Hong Kong Listing Rules.</p>

Original articles	Modified to
<p>Article 182 In the event of the merger or division of the Company, the Company’s Board of Directors shall put forward a proposal. The Company shall then go through the relevant approval formalities pursuant to the law after the proposal is approved in accordance with the procedures stipulated in the Articles. Shareholders who oppose the plan of merger or division of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution of on the merger or division of the Company shall be contained in special documents which shall be available for inspection by the shareholders.</p> <p>The aforesaid documents shall be sent to each holder of overseas-listed foreign shares by post.</p>	<p>Article 182 In the event of the merger or division of the Company, the Company’s Board of Directors shall put forward a proposal. The Company shall then go through the relevant approval formalities pursuant to the law after the proposal is approved in accordance with the procedures stipulated in the Articles. Shareholders who oppose the plan of merger or division of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution of on the merger or division of the Company shall be contained in special documents which shall be available for inspection by the shareholders.</p> <p>The aforesaid documents shall be sent to each holder of overseas-listed foreign shares by post.</p>

Original articles	Modified to
<p>Article 187 Where the Company is to be dissolved pursuant to sub-paragraphs (I), (II), (IV) and (V) of the preceding Article, a liquidation committee shall be formed within fifteen (15) days from the date of occurrence of such grounds for dissolution, consisting of the members chosen by the general meeting through an ordinary resolution. In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a People’s Court for appointing relevant persons to form the liquidation committee for liquidation.</p> <p>Where the Company is to be dissolved pursuant to sub-paragraph (IV) of the preceding Article, the People’s Court shall organize the shareholders, the relevant bodies and professionals to form a liquidation committee for liquidation in accordance with relevant law.</p> <p>Where the Company is to be dissolved pursuant to sub-paragraph (V) of the preceding Article, the competent authority shall organize the shareholders, the relevant bodies and professionals to set up a liquidation committee for liquidation.</p>	<p>Article 18743 Where the Company is to be dissolved pursuant to sub-paragraphs (I), (II), (IV) and (V) of the preceding Article, a liquidation committee shall be formed within fifteen (15) days from the date of occurrence of such grounds for dissolution, consisting of the members chosen by the general meeting through an ordinary resolution <u>directors or such other persons as may be determined by the shareholders at general meeting.</u> In case no such committee is established to timely proceed with liquidation, the creditors may make an application to a People’s Court for appointing relevant persons to form the liquidation committee for liquidation. <u>The people’s court shall accept such application, and promptly organize a liquidation committee for carrying out the liquidation.</u></p> <p>Where the Company is to be dissolved pursuant to sub-paragraph (IV) of the preceding Article, the People’s Court shall organize the shareholders, the relevant bodies and professionals to form a liquidation committee for liquidation in accordance with relevant law.</p> <p>Where the Company is to be dissolved pursuant to sub-paragraph (V) of the preceding Article, the competent authority shall organize the shareholders, the relevant bodies and professionals to set up a liquidation committee for liquidation.</p>

Original articles	Modified to
<p>Article 188 Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board of Directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that the Board of Directors has conducted a comprehensive investigation into the affairs of the Company and is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.</p> <p>Upon the establishment of a liquidation committee, the authority of the Board of Directors shall immediately cease. During liquidation, the Company shall not carry out new business activities.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and report at least once every year to the shareholders' general meeting on the committee's income and expenses, 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.</p>	<p>Article 188 Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board of Directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that the Board of Directors has conducted a comprehensive investigation into the affairs of the Company and is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.</p> <p>Upon the establishment of a liquidation committee, the authority of the Board of Directors shall immediately cease. During liquidation, the Company shall not carry out new business activities.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and report at least once every year to the shareholders' general meeting on the committee's income and expenses, 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.</p>
<p>Article 196 Amendments to the Articles that involve the contents of the Mandatory Provisions shall become effective after approval by a shareholders' general meeting upon approval by the approving department authorized by the State Council and securities regulatory authority of the State Council. Where amendments involve the registered particulars of the Company, application shall be made for alteration of registration in accordance with the law.</p>	<p>Article 196 Amendments to the Articles that involve the contents of the Mandatory Provisions shall become effective after approval by a shareholders' general meeting upon approval by the approving department authorized by the State Council and securities regulatory authority of the State Council. <u>Where the amendments to the Articles passed by resolutions at the shareholders' general meeting are subject to review and approval by the competent authorities, such amendments shall be submitted to such competent authority for approval.</u> Where amendments involve the registered particulars of the Company, application shall be made for alteration of registration in accordance with the law.</p>

Original articles	Modified to
Chapter 23 Settlement of Disputes	Chapter 23 Settlement of Disputes
<p>Article 197 The Company shall abide by the following principles for settlement of disputes:</p> <p>(I) Whenever any disputes or claims of rights arise between holders of overseas-listed foreign shares and the Company, holders of overseas listed foreign shares and the Company’s directors, supervisors, general manager or other senior management officers, or holders of overseas – listed foreign shares and holders of domestic shares, in respect to any rights or obligations arising from the Articles, Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where the aforesaid disputes or claims of rights are referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company or the Company’s shareholders, directors, supervisors, general manager or other senior management officers, comply with the decisions made through arbitration.</p> <p>Disputes in respect to the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p>	<p>Article 197 The Company shall abide by the following principles for settlement of disputes:</p> <p>(I) Whenever any disputes or claims of rights arise between holders of overseas-listed foreign shares and the Company, holders of overseas listed foreign shares and the Company’s directors, supervisors, general manager or other senior management officers, or holders of overseas – listed foreign shares and holders of domestic shares, in respect to any rights or obligations arising from the Articles, Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where the aforesaid disputes or claims of rights are referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the disputes or claims or whose participation is necessary for the resolution of such disputes or claims, shall, where such person is the Company or the Company’s shareholders, directors, supervisors, general manager or other senior management officers, comply with the decisions made through arbitration.</p> <p>Disputes in respect to the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p>

Original articles	Modified to
<p>(II) A claimant may elect that arbitration be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Centre in accordance with Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration to be carried out at 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.</p> <p>(III) If any disputes or claims of rights arising from the sub-paragraph (I) above are settled by way of arbitration, the laws of the People’s Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, unless otherwise provided in the laws and administrative regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p>	<p>(II) A claimant may elect that arbitration be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or the Hong Kong International Arbitration Centre in accordance with Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration to be carried out at 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.</p> <p>(III) If any disputes or claims of rights arising from the sub-paragraph (I) above are settled by way of arbitration, the laws of the People’s Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, unless otherwise provided in the laws and administrative regulations.</p> <p>(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.</p>

Appendix II

The proposed amendments to the Rules of Procedures of the Shareholders' General Meeting are as follows:

Original articles	Modified to
<p>Article 1 In order to safeguard the legitimate rights of shareholders of China Isotope & Radiation Corporation (hereinafter referred to as “CIRC” or the “Company”) to exercise the power, ensure the efficient and standardised operation and scientific decision-making of the shareholders’ general meeting, and optimise the corporate governance structure, the Company has formulated these rules in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the “Applicable Adjustment Reply”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and relevant laws, regulations, regulatory documents as well as the Articles of Association of China Isotope & Radiation Corporation (hereinafter referred to as the “Articles of Association”) and based on the actual situation of CIRC.</p>	<p>Article 1 In order to safeguard the legitimate rights of shareholders of China Isotope & Radiation Corporation (hereinafter referred to as “CIRC” or the “Company”) to exercise the power, ensure the efficient and standardised operation and scientific decision-making of the shareholders’ general meeting, and optimise the corporate governance structure, the Company has formulated these rules in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (hereinafter referred to as the “Applicable Adjustment Reply”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and relevant laws, regulations, regulatory documents as well as the Articles of Association of China Isotope & Radiation Corporation (hereinafter referred to as the “Articles of Association”) and based on the actual situation of CIRC.</p>
<p>Article 7 The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be approved in a shareholders’ general meeting. When the shareholders’ general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by above half of the voting rights of the other attending shareholders.</p>	<p>Article 7 The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be approved in a shareholders’ general meeting. When the shareholders’ general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by above more than half of the voting rights of the other attending shareholders.</p>

Original articles	Modified to
<p>Article 14 To convene an extraordinary general meeting or a shareholders' class meeting, the shareholders shall follow the following procedures:</p> <p>(I) The Proposing Shareholders may sign one or several written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The abovementioned shareholding shall be calculated as of the day on which the written request is made. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such extraordinary general meeting within ten (10) days upon receipt of such proposal.</p> <p>(II) In the event that the Board of Directors agrees to convene the extraordinary general meeting and gives a notice, changes made to the original proposal in the notice shall be approved by Proposing Shareholders.</p> <p>(III) In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, the Proposing Shareholders shall have the right to propose, in written form, the convocation of an extraordinary general meeting to the Board of Supervisors.</p> <p>(IV) In the event that the Board of Supervisors agrees to convene the extraordinary general meeting, a notice on the convocation of such meeting shall be given within five (5) days after receiving the proposal. Changes made to the original proposal in the notice shall be approved by Proposing Shareholders.</p>	<p>Article 14 To convene an extraordinary general meeting or a shareholders' class meeting, the shareholders shall follow the following procedures:</p> <p>(I) The Proposing Shareholders may sign one or several written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The abovementioned shareholding shall be calculated as of the day on which the written request is made. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or not to convene such extraordinary general meeting within ten (10) days upon receipt of such proposal.</p> <p>(II) In the event that the Board of Directors agrees to convene the extraordinary general meeting and gives a notice, changes made to the original proposal in the notice shall be approved by Proposing Shareholders.</p> <p>(III) In the event that the Board of Directors refuses to convene the extraordinary general meeting, or gives no feedback within ten (10) days after receiving the proposal, the Proposing Shareholders shall have the right to propose, in written form, the convocation of an extraordinary general meeting to the Board of Supervisors.</p> <p>(IV) In the event that the Board of Supervisors agrees to convene the extraordinary general meeting, a notice on the convocation of such meeting shall be given within five (5) days after receiving the proposal. Changes made to the original proposal in the notice shall be approved by Proposing Shareholders.</p>

Original articles	Modified to
<p>(V) If the Board of Supervisors fails to give a notice on the convocation of extraordinary general meeting within time limit, it shall be deemed having no intention to convene and preside over the meeting. In this case, the Proposing Shareholders shall have the right to convene and preside over the meeting by themselves. The convocational procedure shall, to the extent possible, be identical to procedures according to which meeting is to be convened by the Board of Directors.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owned by the Company to the delinquent directors.</p>	<p>(V) If the Board of Supervisors fails to give a notice on the convocation of extraordinary general meeting within time limit, it shall be deemed having no intention to convene and preside over the meeting. In this case, the Proposing Shareholders shall have the right to convene and preside over the meeting by themselves. The convocational procedure shall, to the extent possible, be identical to procedures according to which meeting is to be convened by the Board of Directors.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors to convene a meeting at the above requests shall be borne by the Company and deducted from the amount owned by the Company to the delinquent directors.</p> <p><u>If the Board of Directors is unable to perform or fails to perform its duty to convene a shareholders' general meeting, the Board of Supervisors shall convene and preside over the meeting in a timely manner; if the Board of Supervisors fails to convene and preside over the meeting, the shareholders who have held above ten percent of the Company's shares, either individually or collectively, for a period of above ninety consecutive days may convene and preside over the meeting on their own.</u></p> <p><u>In the event that the Proposing Shareholders request the convening of an extraordinary general meeting, the Board of Directors or the Board of Supervisors shall make a decision as to whether or not to convene an extraordinary general meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</u></p>

Original articles	Modified to
<p>Article 17 Proposing Shareholders may put forward extraordinary proposals and submit them to the convener in written form ten (10) days before the date of meeting. The convener shall send a supplementary notice of the shareholders’ general meeting to announce the contents of such extraordinary proposals within two (2) days after receiving the proposals. Unless otherwise provided in the Articles of Association or these rules, the Board of Directors shall incorporate the matters falling within the scope of duties of the shareholders’ general meeting into the agenda of such meeting for the consideration.</p>	<p>Article 17 The Proposing Sshareholders <u>individually or jointly holding 3% or more of the Company’s shares</u> may put forward extraordinary proposals and submit them to the convener in written form ten (10) days before the date of meeting. The convener shall send a supplementary notice of the shareholders’ general meeting to announce the contents of such extraordinary proposals within two (2) days after receiving the proposals. Unless otherwise provided in the Articles of Association or these rules, the Board of Directors shall incorporate the matters falling within the scope of duties of the shareholders’ general meeting into the agenda of such meeting for the consideration.</p>
<p>Article 19 To convene the annual general meeting, the Company shall give a written notice twenty (20) days before the date of meeting, informing all shareholders of the time and place of the meeting and of the matters proposed to be considered at the meeting. To convene the extraordinary general meeting, the Company shall give a written notice ten (10) or fifteen (15) days before the date of meeting (whichever is longer).</p> <p>The shareholders’ general meeting shall be convened in Company domicile or such other place specified in the notice of the shareholders’ general meeting.</p>	<p>Article 19 To convene the annual general meeting, the Company shall give a written notice twenty (20) days before the date of meeting, informing all shareholders of the time and place of the meeting and of the matters proposed to be considered at the meeting. To convene the extraordinary general meeting, the Company shall give a written notice ten (10) or fifteen (15) days before the date of meeting (whichever is longer).</p> <p>The shareholders’ general meeting shall be convened in Company domicile or such other place specified in the notice of the shareholders’ general meeting.</p>

Original articles	Modified to
<p>Article 23 Unless otherwise specified by the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, as well as the Articles of Association, the notice of the shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the shareholders' general meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Article 23 Unless otherwise specified by the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed, as well as the Articles of Association, the notice of the shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting) <u>in such manner as specified in the Articles of Association or in such manner as permitted by the stock exchange where the shares of the Company are listed</u> The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the shareholders' general meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

Original articles	Modified to
<p>Article 28 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy can exercise the following rights pursuant to the authorisation from such shareholder:</p> <p>(I) Such shareholder's right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p> <p>If the shareholder is a recognised clearing house as defined in the relevant regulations in force from time to time under the laws of Hong Kong (hereinafter referred to as "Approved Clearing House") (or its proxy), such shareholder may authorise one or more persons it thinks fit to act as its proxy at any shareholders' general meeting (or any class of any shareholders' general meeting); however, if more than one person is authorised, the power of attorney shall specify the number and class of the shares with respect to such persons so authorised. The power of attorney shall be executed by a person authorised by such recognised clearing house. The person so authorised may attend the meeting and exercise any rights on behalf of such recognised clearing house (or its proxy) (without producing any share certificate, notarised power of attorney and/or further evidence to prove that the person has been so authorised) as if such person were an individual shareholder of the Company.</p> <p>The Company shall issue proxy forms to shareholders entitled to attend and vote as it issues notices and announcements of the shareholders' general meeting. The proxy form should also be published on the website of the stock exchange where the shares of the Company are listed and the website of the Company.</p>	<p>Article 28 Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. A proxy can exercise the following rights pursuant to the authorisation from such shareholder:</p> <p>(I) Such shareholder's right to speak at the meeting;</p> <p>(II) The right to demand a poll alone or jointly with others;</p> <p>(III) The right to vote by a show of hands or by a poll. However, when more than one proxy are entrusted, they can only vote by a poll.</p> <p>If the shareholder is a recognised clearing house as defined in the relevant regulations in force from time to time under the laws of Hong Kong (hereinafter referred to as "Approved Clearing House") (or its proxy), such shareholder may authorise one or more persons it thinks fit to act as its proxy at any shareholders' general meeting (or any class of any shareholders' general<u>creditors</u> meeting); however, if more than one person is authorised, the power of attorney shall specify the number and class of the shares with respect to such persons so authorised. The power of attorney shall be executed by a person authorised by such recognised clearing house. The person so authorised may attend the meeting and exercise any rights on behalf of such recognised clearing house (or its proxy) (without producing any share certificate, notarised power of attorney and/or further evidence to prove that the person has been so authorised) as if such person were an individual shareholder of the Company.</p> <p>The Company shall issue proxy forms to shareholders entitled to attend and vote as it issues notices and announcements of the shareholders' general meeting. The proxy form should also be published on the website of the stock exchange where the shares of the Company are listed and the website of the Company.</p>

Original articles	Modified to
<p>Article 31 If the principal has passed away or became incapacitated to act, withdrawn the appointment or the power of attorney, or transferred the relevant shares before voting, the proxy's vote based on the power of attorney shall remain valid until written notice of such event has been received by the Company.</p>	<p>Article 31 If the principal has passed away or became incapacitated to act, withdrawn the appointment or the power of attorney, or transferred the relevant shares before voting, the proxy's vote based on the power of attorney shall remain valid until written notice of such event has been received by the Company.</p>
<p>Article 34 The shareholders' general meeting shall be presided over and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable to attend the meeting for some reason, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by above half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>In a shareholders' general meeting convened by shareholders on their own, Proposing Shareholders shall recommend a representative to serve as the chairman of the meeting to preside over the meeting. If Proposing Shareholders cannot recommend, the shareholder or the proxy present at the meeting holding the most shares shall act as the chairman of the meeting to preside over the meeting.</p>	<p>Article 343 The shareholders' general meeting shall be <u>convened by the Board of Directors, and</u> presided over and chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable to attend the meeting for some reason fails to perform his duties, the vice chairman of the Board of Directors designated by the chairman of the Board of Directors shall preside over the meeting and act as the chairman of the meeting. If the vice chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by above more than half of the directors shall preside over the meeting and act as the chairman of the meeting. If no director is elected to take the chair, the shareholders present at the meeting may elect a chairman. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including his proxy) attending the meeting and holding the largest number of shares with voting rights shall chair the meeting.</p> <p>The shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>In a shareholders' general meeting convened by shareholders on their own, Proposing Shareholders shall recommend a representative to serve as the chairman of the meeting to preside over the meeting. If Proposing Shareholders cannot recommend, the shareholder or the proxy present at the meeting holding the most shares shall act as the chairman of the meeting to preside over the meeting.</p>

Original articles	Modified to
<p>Article 41 Resolutions of the shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p> <p>Special resolutions of the shareholders' general meeting shall be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(II) Issuance of debentures of the Company;</p>	<p>Article 401 Resolutions of the shareholders' general meetings are classified as ordinary resolutions and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be resolved by way of ordinary resolutions at the shareholders' general meetings:</p> <p>(I) Work reports of the Board of Directors and of the Board of Supervisors;</p> <p>(II) Profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) Appointment or removal, remuneration and payment method of members of the Board of Directors and the Board of Supervisors;</p> <p>(IV) The Company's annual budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) Any matters other than those required by the laws, administrative regulations or the Articles to be approved by special resolution.</p> <p>Special resolutions of the shareholders' general meeting shall be passed by more than two thirds of the voting rights represented by the shareholders (including proxies) present at the meeting. The following matters shall be approved by special resolutions at the shareholders' general meetings:</p> <p>(I) Increase or reduction of the share capital, and issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(H) Issuance of debentures of the Company;</p>

Original articles	Modified to
<p>(III) Division, merger, dissolution and liquidation of the Company;</p> <p>(IV) Change of corporate form of the Company;</p> <p>(V) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(VI) Amendment to the Articles of Association;</p> <p>(VII) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolutions at a shareholders' general meeting as having a material impact on the Company and are required to be approved by special resolutions.</p>	<p>(III) Division, merger, dissolution and liquidation of the Company;</p> <p>(IV) Change of corporate form of the Company;</p> <p>(V) Purchase or disposal of material assets or provision of guarantee by the Company within one year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(VI) Amendment to the Articles of Association;</p> <p>(VII) Any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those matters approved by ordinary resolutions at a shareholders' general meeting as having a material impact on the Company and are required to be approved by special resolutions.</p>
<p>Article 43 If the host of the meeting has any doubt as to the resolution result put to vote, he may have the votes recounted. If the host does not have the votes recounted, any attending shareholder or proxy who objects to the result announced by the host of the meeting may require the votes to be recounted immediately after the declaration of the voting result, and the host of the meeting shall have the votes recounted immediately.</p> <p>If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p>	<p>Article 432 If the host of the meeting has any doubt as to the resolution result put to vote, he may have the votes recounted. If the host does not have the votes recounted, any attending shareholder or proxy who objects to the result announced by the host of the meeting may require the votes to be recounted immediately after the declaration of the voting result, and the host of the meeting shall have the votes recounted immediately.</p> <p>If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p>

Original articles	Modified to
<p>Article 47 Shareholders present at the general meeting shall present one of the following views during the voting of a resolution: consent, objection or abstention.</p> <p>A voting ticket that is incomplete, wrongly completed, illegible, or not yet cast, will be deemed waiver of voting rights. The votes represented by his shares will be treated as “abstention”.</p> <p>Pursuant to applicable laws, regulations and listing rules of the place where the shares of the Company are listed, if any shareholder must abstain from voting on any resolution or is restricted to declaring only affirmative vote or only dissenting vote on any resolution, any vote declared by the said shareholder or proxy thereof against the relevant provision or restriction shall not be counted in the voting result.</p> <p>On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes does not need to cast all his votes in the same way.</p>	<p>Article 476 Shareholders present at the general meeting shall present one of the following views during the voting of a resolution: consent, objection or abstention.</p> <p>A voting ticket that is incomplete, wrongly completed, illegible, or not yet cast, will be deemed waiver of voting rights. The votes represented by his shares will be treated as “abstention”.</p> <p>Pursuant to applicable laws, regulations and listing rules of the place where the shares of the Company are listed, if any shareholder must abstain from voting on any resolution or is restricted to declaring only affirmative vote or only dissenting vote on any resolution, any vote declared by the said shareholder or proxy thereof against the relevant provision or restriction shall not be counted in the voting result.</p> <p>On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes does not need to cast all his votes in the same way.</p>
<p>Section 6 Special Procedures for Voting by Class Shareholders</p>	<p>Section 6 Special Procedures for Voting by Class Shareholders</p>
<p>Article 51 Shareholders holding different classes of shares are referred to as class shareholders. A class shareholder shall enjoy the rights and obligations as specified in the laws, administrative regulations and the Articles of Association.</p> <p>Class shareholders shall enjoy equal rights in any dividends or any other forms of distributions.</p> <p>Any shares without voting rights included in the share capital of the Company shall bear the wording “non-voting right” in their title. Where the share capital includes shares with different voting rights, the name of every class of shares (except for those with the most favourable voting right) must include the words “restricted voting” or “limited voting”.</p>	<p>Article 51 Shareholders holding different classes of shares are referred to as class shareholders. A class shareholder shall enjoy the rights and obligations as specified in the laws, administrative regulations and the Articles of Association.</p> <p>Class shareholders shall enjoy equal rights in any dividends or any other forms of distributions.</p> <p>Any shares without voting rights included in the share capital of the Company shall bear the wording “non-voting right” in their title. Where the share capital includes shares with different voting rights, the name of every class of shares (except for those with the most favourable voting right) must include the words “restricted voting” or “limited voting”.</p>

Original articles	Modified to
<p>Article 52 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting or at the meeting separately convened by the affected class shareholders.</p>	<p>Article 52 Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting or at the meeting separately convened by the affected class shareholders.</p>
<p>Article 53 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:</p> <p>(I) Increasing or decreasing the number of the shares of such class or the number of a class having voting rights, distribution rights and other privileges equal or superior to the shares of such class;</p> <p>(II) Effecting a change of all or part of the shares of such class into those of another class, or effecting an exchange or creating a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(III) Removing or reducing the rights in respect to accrued dividends or the accumulated dividends attached to shares of such class;</p> <p>(IV) Reducing or removing the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</p>	<p>Article 53 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:</p> <p>(I) Increasing or decreasing the number of the shares of such class or the number of a class having voting rights, distribution rights and other privileges equal or superior to the shares of such class;</p> <p>(II) Effecting a change of all or part of the shares of such class into those of another class, or effecting an exchange or creating a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(III) Removing or reducing the rights in respect to accrued dividends or the accumulated dividends attached to shares of such class;</p> <p>(IV) Reducing or removing the preferential rights attached to shares of such class to receive dividends or to the distribution of assets in the event that the Company is liquidated;</p>

Original articles	Modified to
(V) Adding, removing or reducing the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;	(V) Adding, removing or reducing the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;
(VI) Removing or reducing the rights to receive payables from the Company in a particular currency attached to shares of such class;	(VI) Removing or reducing the rights to receive payables from the Company in a particular currency attached to shares of such class;
(VII) Creating a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;	(VII) Creating a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of such class;
(VIII) Restricting the transfer or ownership of shares of such class or to impose additional restrictions thereto;	(VIII) Restricting the transfer or ownership of shares of such class or to impose additional restrictions thereto;
(IX) Granting the right to subscribe for, or convert into, shares of such or another class;	(IX) Granting the right to subscribe for, or convert into, shares of such or another class;
(X) Increasing the rights and privileges of other classes of shares;	(X) Increasing the rights and privileges of other classes of shares;
(XI) Making a restructuring scheme which will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and	(XI) Making a restructuring scheme which will result in the holders of different classes of shares bearing a disproportionate burden of obligations under such restructuring; and
(XII) Varying or abrogating the provisions in this section.	(XII) Varying or abrogating the provisions in this section.

Original articles	Modified to
<p>Article 54 Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders’ general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning sub-paragraphs (II) to (VIII) and (XI) to (XII) of Article 53 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>“Interested shareholder(s)” mentioned in the preceding paragraph has the following meanings:</p> <p>(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on the Hong Kong Stock Exchange under Article 29 hereof, an “interested shareholder” shall mean a “controlling shareholder” as defined in Article 59 hereof;</p> <p>(II) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, an “interested shareholder” shall mean a shareholder who is related to the agreement;</p> <p>(III) In the plan of company reorganisation, an “interested shareholder” shall mean a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p>	<p>Article 54 Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders’ general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning sub-paragraphs (II) to (VIII) and (XI) to (XII) of Article 53 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>“Interested shareholder(s)” mentioned in the preceding paragraph has the following meanings:</p> <p>(I) In the case of a repurchase of shares by the Company by pro rata offers to all shareholders or by way of on-market dealing on the Hong Kong Stock Exchange under Article 29 hereof, an “interested shareholder” shall mean a “controlling shareholder” as defined in Article 59 hereof;</p> <p>(II) In the case of a repurchase of shares by the Company outside the Hong Kong Stock Exchange by way of agreement under Article 29 hereof, an “interested shareholder” shall mean a shareholder who is related to the agreement;</p> <p>(III) In the plan of company reorganisation, an “interested shareholder” shall mean a shareholder within a class who bears less than a proportionate liability than other shareholders of such class or who has an interest different from those of other shareholders of such class.</p>

Original articles	Modified to
<p>Article 55 Resolutions of shareholders' class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 41 hereof.</p>	<p>Article 55 Resolutions of shareholders' class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 41 hereof.</p>
<p>Article 56 In the event that the Company convenes a shareholders' class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class according to Article 19 thereof, specifying the matters proposed to be considered and the date and place of the meeting. When the Company calculates such starting time limit, the date convening the meeting shall be excluded.</p>	<p>Article 56 In the event that the Company convenes a shareholders' class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class according to Article 19 thereof, specifying the matters proposed to be considered and the date and place of the meeting. When the Company calculates such starting time limit, the date convening the meeting shall be excluded.</p>
<p>Article 57 The notice of the shareholders' class meeting shall only be served to shareholders entitled to vote at the meeting.</p> <p>A shareholders' class meeting shall be held under procedure as similar as possible to a shareholders' general meeting. The provisions of the Articles of Association which relate to the convening of shareholders' general meeting shall apply to a shareholders' class meeting.</p>	<p>Article 57 The notice of the shareholders' class meeting shall only be served to shareholders entitled to vote at the meeting.</p> <p>A shareholders' class meeting shall be held under procedure as similar as possible to a shareholders' general meeting. The provisions of the Articles of Association which relate to the convening of shareholders' general meeting shall apply to a shareholders' class meeting.</p>

Original articles	Modified to
<p>Article 58 In addition to holders of other classes of shares, the holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. The special voting procedures of class shareholders shall not apply to the following circumstances:</p> <p>(I) Where the Company issues, upon approval by a special resolution of a shareholders' general meeting, domestic shares and overseas-listed foreign shares either separately or concurrently every twelve (12) months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares;</p> <p>(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within fifteen (15) months from the date of approval by the securities regulatory authority under the State Council;</p> <p>(III) Where shareholders of unlisted shares of the Company arrange for the listing and trading of their shares on an overseas stock exchange pursuant to approval of the securities regulatory authorities of the State Council.</p>	<p>Article 58 In addition to holders of other classes of shares, the holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. The special voting procedures of class shareholders shall not apply to the following circumstances:</p> <p>(I) Where the Company issues, upon approval by a special resolution of a shareholders' general meeting, domestic shares and overseas-listed foreign shares either separately or concurrently every twelve (12) months, not more than 20% of each of the existing issued domestic shares and overseas-listed foreign shares;</p> <p>(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within fifteen (15) months from the date of approval by the securities regulatory authority under the State Council;</p> <p>(III) Where shareholders of unlisted shares of the Company arrange for the listing and trading of their shares on an overseas stock exchange pursuant to approval of the securities regulatory authorities of the State Council.</p>

Appendix III

The proposed amendments to the Rules of Procedures for the Board are as follows:

Original articles	Modified to
<p>Article 1 In order to ensure the Board of Directors of China Isotope & Radiation Corporation (hereinafter referred to as “CIRC” or the “Company”) to exercise the power independently, standardly and effectively, ensure the efficient and standardized operation and scientific decision-making of the Board of Directors, and optimize the corporate governance structure, the Company has formulated these rules in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and relevant laws, regulations, regulatory documents as well as the Articles of Association of China Isotope & Radiation Corporation (hereinafter referred to as the “Articles of Association”) and based on the actual situation of CIRC.</p>	<p>Article 1 In order to ensure the Board of Directors of China Isotope & Radiation Corporation (hereinafter referred to as “CIRC” or the “Company”) to exercise the power independently, standardly and effectively, ensure the efficient and standardized operation and scientific decision-making of the Board of Directors, and optimize the corporate governance structure, the Company has formulated these rules in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and relevant laws, regulations, regulatory documents as well as the Articles of Association of China Isotope & Radiation Corporation (hereinafter referred to as the “Articles of Association”) and based on the actual situation of CIRC.</p>

Original articles	Modified to
<p>Article 13 The Board of Directors shall not, without the approval of the shareholders' general meeting, dispose of or agree to dispose of any fixed assets of the Company where the expected amount or value of the fixed assets proposed for disposal, and the amount or value of the consideration for any such disposal of any fixed assets that has been completed within four (4) months before the proposed disposal, exceed 33% of the value of the Company's fixed assets as shown in the last balance sheet tabled before the shareholders' general meeting.</p> <p>For the purpose of this Article, the term "disposal of fixed assets" includes an act involving the transfer of an interest in certain assets, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of a transaction for disposal of fixed assets by the Company shall not be affected by breach of the first paragraph of this Article.</p>	<p>Article 13 The Board of Directors shall not, without the approval of the shareholders' general meeting, dispose of or agree to dispose of any fixed assets of the Company where the expected amount or value of the fixed assets proposed for disposal, and the amount or value of the consideration for any such disposal of any fixed assets that has been completed within four (4) months before the proposed disposal, exceed 33% of the value of the Company's fixed assets as shown in the last balance sheet tabled before the shareholders' general meeting.</p> <p>For the purpose of this Article, the term "disposal of fixed assets" includes an act involving the transfer of an interest in certain assets, but does not include the provision of guarantees with fixed assets.</p> <p>The validity of a transaction for disposal of fixed assets by the Company shall not be affected by breach of the first paragraph of this Article.</p>

Original articles	Modified to
<p>Article 21 The followings are considered as major dereliction of duties by independent non-executive directors:</p> <p>(I) leaking of the Company’s confidential commercial information, resulting in damage to the Company’s legal interests;</p> <p>(II) accepting illicit benefits during the course of performance of duties, or seeking personal profits by taking advantage of his/her position as an Independent Non-executive Director;</p> <p>(III) refraining from raising objections to Board Resolutions that, within his/her knowledge, violate the laws, administrative regulations or the Company’s Articles of Association;</p> <p>(IV) where related transactions result in major losses to the Company, the Independent Non-executive Director has not exercised his/her veto power;</p> <p>(V) other acts identified to be serious dereliction of duty by the relevant regulatory authority.</p>	<p>Article 201 The followings are considered as major dereliction of duties by independent non-executive directors:</p> <p>(I) leaking of the Company’s confidential commercial information, resulting in damage to the Company’s legal interests;</p> <p>(II) accepting illicit benefits during the course of performance of duties, or seeking personal profits by taking advantage of his/her position as an Independent Non-executive Director;</p> <p>(III) refraining from raising objections to Board Resolutions that, within his/her knowledge, violate the laws, administrative regulations or the Company’s Articles of Association;</p> <p>(IV) where related connected transactions result in major losses to the Company, the Independent Non-executive Director has not exercised his/her veto power;</p> <p>(V) other acts identified to be serious dereliction of duty by the relevant regulatory authority.</p>

Original articles	Modified to
<p>Article 53 The meetings of the Board shall not be held until more than half of the directors (including entrusting other directors to represent the directors present) are present. With respect to the proposal to be discussed in which some directors have related relation, the meetings of the Board shall not be held until more than half of the directors without related relation therein are present.</p> <p>If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be dealt with by convening a physical meeting of the Board rather than a written resolution. Independent non-executive director who, and whose close associates, have no material interest in the transaction should be present at that the meeting of the Board.</p>	<p>Article 532 The meetings of the Board shall not be held until more than half of the directors (including entrusting other directors to represent the directors present) are present. With respect to the proposal to be discussed in which some directors have related<u>connected</u> relation, the meetings of the Board shall not be held until more than half of the directors without related<u>connected</u> relation therein are present.</p> <p>If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall be dealt with by convening a physical meeting of the Board rather than a written resolution. Independent non-executive director who, and whose close associates, have no material interest in the transaction should be present at that the meeting of the Board.</p>
<p>Article 56 The appointment of proxy for a meeting of the Board shall comply with the followings:</p> <p>(I) If related transactions are to be considered, an unaffiliated director shall not appoint an affiliated director as his/her proxy to attend the meeting on his/her behalf and the affiliated director shall not accept such appointment;</p> <p>(II) An independent non-executive director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a meeting of the Board on his behalf;</p> <p>(III) A director shall not appoint another director to attend a meeting of the Board without stating his opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(IV) A director shall not accept appointments by more than two directors. A director shall not appoint another director who has been appointed by two other directors to attend a meeting of the Board.</p>	<p>Article 565 The appointment of proxy for a meeting of the Board shall comply with the followings:</p> <p>(I) If related<u>connected</u> transactions are to be considered, an unaffiliated<u>a non-connected</u> director shall not appoint an affiliated<u>a connected</u> director as his/her proxy to attend the meeting on his/her behalf and the affiliated<u>connected</u> director shall not accept such appointment;</p> <p>(II) An independent non-executive director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a meeting of the Board on his behalf;</p> <p>(III) A director shall not appoint another director to attend a meeting of the Board without stating his opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(IV) A director shall not accept appointments by more than two directors. A director shall not appoint another director who has been appointed by two other directors to attend a meeting of the Board.</p>

Original articles	Modified to
<p>Article 61 The resolutions of the Board of Directors shall be passed by more than half of all directors, while the resolutions in respect to the following matters shall be passed by two-thirds or more of the directors by voting:</p> <p>(I) To formulate proposals for increases or reduction of the Company’s registered capital and proposals for the issue of corporate bonds;</p> <p>(II) To formulate plans for repurchase of the Company’s shares, or merger, division, dissolution, or change of corporate formation of the Company;</p> <p>(III) To formulate proposals for amendment to the Articles of Association;</p> <p>When the number of negative votes is equal to that of affirmative votes, the Chairman of the Board of Directors has the right to cast one more vote.</p>	<p>Article 601 The resolutions of the Board of Directors shall be passed by more than half of all directors., while the resolutions in respect to the following matters shall be passed by two-thirds or more of the directors by voting:</p> <p>(I) To formulate proposals for increases or reduction of the Company’s registered capital and proposals for the issue of corporate bonds;</p> <p>(H) To formulate plans for repurchase of the Company’s shares, or merger, division, dissolution, or change of corporate formation of the Company;</p> <p>(HH) To formulate proposals for amendment to the Articles of Association;</p> <p>When the number of negative votes is equal to that of affirmative votes, the Chairman of the Board of Directors has the right to cast one more vote.</p>
<p>Article 62 If a director has a related relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Any resolution made by the Board of Directors shall be approved by more than half of the unaffiliated directors. There should be a procedure agreed by the Board of Directors to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company’s expense. The Board of Directors should resolve to provide separate independent professional advice to directors to assist them to discharge their duties to the Company.</p>	<p>Article 621 If a director has a related <u>connected</u> relation with the matters to be discussed at the meeting of the Board of Directors, such director shall not exercise the voting right for himself or on behalf of another director when the Board of Directors considers that matter. Any resolution made by the Board of Directors shall be approved by more than half of the unaffiliated <u>non-connected</u> directors. There should be a procedure agreed by the Board of Directors to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company’s expense. The Board of Directors should resolve to provide separate independent professional advice to directors to assist them to discharge their duties to the Company.</p>