

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your independent stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chengdu SIWI Science and Technology Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effective for transmission to the purchaser or the transferee.

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



CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(a sino-foreign joint stock company incorporated in the People's Republic of China)

(Stock Code: 1202)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION; AND
(2) NOTICE OF 2023 AGM**

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the AGM to be held at 3:00 p.m., on Friday, 10 May 2024 at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages 7 to 8 of this circular.

A form of proxy for use at the AGM is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

10 April 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of 2023 AGM	7
Appendix I — Particulars of the Proposed Amendments to the Articles of Association	9

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC at 3:00 p.m., on Friday, 10 May 2024
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	成都四威科技股份有限公司 (Chengdu SIWI Science and Technology Company Limited), a sino-foreign joint stock limited company incorporated in the PRC, whose H Shares are listed on the Main Board of the Stock Exchange
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted by the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“CSRC”	the China Securities Regulatory Commission
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary shares of the capital of the Company, with an nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“H Share(s)”	overseas-listed foreign shares of the nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Main Board of the Stock Exchange
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, for the purpose of this circular excluding Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(a sino-foreign joint stock company incorporated in the People's Republic of China)

(Stock Code: 1202)

Executive Directors:

Ms. Li Tao (*Chairman*)

Mr. Wu Xiaodong

Mr. Hu Jiangbing

Mr. Zhu Rui

Mr. Jin Tao

Mr. Chen Wei

Registered office:

No. 18, Xinhang Road

The West Park of Hi-tech

Development Zone

Chengdu

Sichuan Province The PRC

Postal code: 611731

Independent Non-executive Directors:

Ms. Fu Wenjie

Mr. Zhong Qishui

Mr. Xue Shujin

*Principal place of business
in Hong Kong:*

Unit 105, 1/F., Mirror Tower

61 Mody Road, Tsim Sha Tsui

Kowloon

Hong Kong

10 April 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION; AND
(2) NOTICE OF 2023 AGM**

1. INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions to be proposed at the AGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement dated 10 April in relation to, among others, the proposed amendments to the Articles of Association. A special resolution will be proposed at the AGM to consider and approve the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

On 17 February 2023, the CSRC issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, which include the abolition of the Notice on the Implementation of the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Trial Measures have been effective since 31 March 2023 (the “**New PRC Regulations**”). From the effective date of the Trial Measures, PRC issuers shall formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》). In light of the above New PRC Regulations, the Stock Exchange has made consequential amendments to the Listing Rules which have come into effect since 1 August 2023 to, amongst others, reflect the New PRC Regulations. On 1 August 2023, the CSRC issued the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), pursuant to which more detailed regulations on the appointment of independent directors were stipulated.

In addition, pursuant to the conclusions of the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the Listing Rules was amended with effect from 31 December 2023 such that, among other things, subject to compliance with all applicable laws and regulations, a listed issuer must (i) send or otherwise make available the relevant corporate communication (as defined in the Listing Rules) to the relevant holders of its securities by electronic means, or (ii) publish the relevant corporate communication on its own website and the website of the Stock Exchange. Listed issuers are required to make any necessary changes to their constitutional documents in order to comply with these requirements before their first annual general meeting held after 31 December 2023.

In view of the above, the Board proposes to make certain amendments to the existing articles of association of the Company for the purposes of, among others, reflecting (i) the New PRC Regulations, (ii) Listing Rules and other provisions of the Company Law; (iii) The latest regulatory requirements regarding the expansion of the Paperless Listing Regime and the publication of corporate communications with electronic means by listed issuers and the relevant amendments to the Listing Rules effective from the 31 December 2023; and (iv) the actual situation of the Company (collectively, the “**Proposed Amendments**”).

The full text of the Proposed Amendments, which were prepared in the Chinese language, are set out in Appendix I to this circular. The Proposed Amendments are written in Chinese without official English translation, and the English version is only for reference purposes and may be subject to clerical or translation refinements. In the event of any discrepancy between the Chinese and English version, the Chinese version shall prevail. The Proposed Amendments are subject to the approval by the Shareholders by way of special resolution at the AGM. The amendments made in accordance with the Company Law involving the shareholders’ meeting and terms of reference of the Board (i.e., Article 4, 52, 56, 72, 75, 90, 98 to 106, and 129 of the revised Articles of Association) will take effect on 1 July 2024, subject to shareholders’ approval, and other amendments shall become effective immediately upon obtaining the approval of the Shareholders.

LETTER FROM THE BOARD

3. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 3:00 p.m. on Tuesday, 10 May 2024 at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC is set out on pages 7 to 8 of this circular.

A form of proxy for use at the AGM is enclosed and is also published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.cdc.com.cn>). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person if you so wish.

4. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. The chairman of the AGM shall therefore demand voting on all resolutions set out in the notice of AGM be taken by way of poll pursuant to Article 67 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 3 May 2024 to 10 May 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to be qualified for attending and voting at the 2023 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Hong Kong Registrars Limited at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the holders of H shares; or the registered office of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC (postal code: 611731) for the holders of domestic shares for registration by 4:30 p.m. on 2 May 2024.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

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

On behalf of the Board
Chengdu SIWI Science and Technology Company Limited
Li Tao
Chairman

NOTICE OF 2023 AGM



成都四威科技股份有限公司

CHENGDU SIWI SCIENCE AND TECHNOLOGY COMPANY LIMITED

(a sino-foreign joint stock company incorporated in the People's Republic of China)

(Stock Code: 1202)

NOTICE OF 2023 AGM

The annual general meeting (the “AGM”) of Chengdu SIWI Science and Technology Company Limited (the “Company”) for the year 2023 will be held at the conference room of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the People’s Republic of China (the “PRC”) at 3:00 p.m. on Friday, 10 May 2024 for the following purposes:

ORDINARY RESOLUTIONS

- (1) To consider and approve as ordinary resolutions:
 - a. the report of the board of directors (the “Board”) of the Company for the year 2023;
 - b. the report of the supervisory committee of the Company for the year 2023;
 - c. the audited financial report of the Company for the year 2023;
 - d. the distribution plan of profits attributable to the Company’s Shareholders (i.e., no dividend being proposed) for the year 2023; and
 - e. the re-appointment of Da Hua Certified Public Accountants as the Company’s auditors (the “Auditors”) and authorization to the Board to fix the Auditors’ remuneration.

SPECIAL RESOLUTIONS

- (2) To consider and approve the proposals in relation to the Proposed Amendments to the Articles of Association of Chengdu SIWI Science and Technology Company Limited.

By order of the Board

Chengdu SIWI Science and Technology Company Limited

Li Tao

Chairman

Chengdu, the PRC, 10 April 2024

NOTICE OF 2023 AGM

Notes:

1. Holders of the Company's H shares ("**H Shares**") are reminded that the register of members of the H Shares will be closed from 3 May 2024 to 10 May 2024 (both days inclusive), during which no transfer of H Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar (Hong Kong Registrars Limited at Rooms 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) before the close of business hours (4:30 p.m.) on 2 May 2024.
2. Shareholders of the Company whose names appear on the register of members at the business hours on 9 May 2024 are entitled to attend and vote at the AGM (or any adjourned meetings thereof).
3. Each shareholder of the Company who has the right to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote on his/her behalf. A proxy needs not be a shareholder of the Company. When a shareholder of the Company appoints more than one proxy to attend the AGM, each proxy should be appointed in writing and each proxy can only vote in accordance with the authorized number of shares specified on the proxy form. The proxy may only vote in poll. Any shareholder who intends to appoint one or more proxy(ies) should first read the accompanying circular.
4. If a proxy is appointed to attend the AGM on behalf of the shareholder, such proxy should present his identity card and the proxy form with the date of issue stated thereon or documents of authorization duly signed by his statutory agent. If the corporate representative of a corporate shareholder attends the AGM, he should present his identity card and a valid document that proves his capacity of the corporate representative. If a corporate shareholder appoints his attorney other than the corporate representative to attend the AGM, then the attorney should present his identity card and the document of authorization signed under the official seal of the corporate shareholder or duly signed by the corporate representative.
5. If a proxy form is signed by a person authorized by the appointor, the copy of the power of attorney or other authorization document must be notarially certified by lawyers. To be valid, a copy of such power of attorney or other documents of authorization and the proxy form must be delivered to the Company's H Share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the holders of H Shares or for the holders of domestic shares, to the registered office of the Company at No. 18, Xinhang Road, the West Park of Hi-tech Development Zone, Chengdu, Sichuan Province, the PRC (postal code: 611731) not less than 24 hours before the holding of the AGM or not less than 24 hours before the time appointed for taking poll.
6. The AGM is expected to last for half a day. Shareholders of the Company and their proxies who attend the meeting shall be responsible for their own traveling and accommodation arrangement and expenses.

As at the date of this notice, the Board comprises:

Executive Directors:

Ms. Li Tao (*Chairman*)
Mr. Wu Xiaodong
Mr. Hu Jiangbing
Mr. Zhu Rui
Mr. Jin Tao
Mr. Chen Wei

Independent Non-executive Directors:

Ms. Fu Wenjie
Mr. Zhong Qishui
Mr. Xue Shujin

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
-------------------	------------------------------------------------------------------------------

The English version of this Appendix is an unofficial translation of its Chinese version prepared for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Particulars of the Proposed Amendments to the Articles of Association are as follows:

No.	Original Articles:	Amended Articles:
1		“The shareholders’ general meeting” and “general meeting of shareholders” shall be globally changed to “The shareholders’ meeting” and “Meeting of shareholders” respectively
2	<p>Article 1</p> <p>In order to protect the lawful interests of Chengdu SIWI Science and Technology Company Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Constitution of the Communist Party of China (CPC) (the “Party Constitution”), the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (Trial Implementation), the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (Guo Han [2019] No.97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and other relevant national requirements.</p>	<p>Article 1</p> <p>In order to protect the lawful interests of Chengdu SIWI Science and Technology Company Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Constitution of the Communist Party of China (CPC) (the “Party Constitution”), the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (Trial Implementation), the Company Law of the People’s Republic of China (the “Company Law”), the Guidelines on Articles of Association of Listed Companies, <u>Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u>, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules ”), and <u>other relevant laws and regulations of the country and the place where the Company’s shares are listed.</u></p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles:	Amended Articles:
	<p>The Company was formed upon overall reorganization of Chengdu Cable Plant under the former Ministry of Posts and Telecommunications. The Company was established by way of promotion with the approval of the State Commission for Restructuring the Economic System, as evidenced by the approval document ti gai sheng [1994] No. 107. It was registered with Chengdu Administration for Industry and Commerce and was granted the Company's business license on 1 October 1994.</p> <p>The Uniform Social Credit Code of the Company's business license is 9151010020193968XY.</p> <p>The promoters of the Company: Chengdu Cable Plant of the Ministry of Posts and Telecommunications</p>	<p>The Company was formed upon overall reorganization of Chengdu Cable Plant under the former Ministry of Posts and Telecommunications. The Company was established by way of promotion with the approval of the State Commission for Restructuring the Economic System, as evidenced by the approval document ti gai sheng [1994] No. 107. It was registered with Chengdu Administration for Industry and Commerce and was granted the Company's business license on 1 October 1994.</p> <p>The Uniform Social Credit Code of the Company's business license is 9151010020193968XY.</p> <p>The promoters of the Company: Chengdu Cable Plant of the Ministry of Posts and Telecommunications</p>
3	<p>Article 4</p> <p>The Company's legal representative is the Chairman of the Company.</p>	<p>Article 4</p> <p>The Company's legal representative is the Chairman of the Company. <u>The resignation of the Chairman shall be deemed as the resignation of the legal representative at the same time.</u></p> <p><u>The Company shall determine a new legal representative within thirty days from the date of resignation of the legal representative.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
4	<p>Article 12</p> <p>In light of the domestic and international market trends and based on the demand for its domestic and overseas business growth and its development capability, the Company may adjust its investment policies, business scope and form upon approvals by the shareholders' meeting by way of resolution and by relevant government authorities.</p>	<p>Article 12</p> <p>In light of the domestic and international market trends and based on the demand for its domestic and overseas business growth and its development capability, the Company may adjust its investment policies, business scope and form upon approvals by the shareholders' meeting by way of resolution and by relevant government authorities.</p> <p><u>The Company's outbound investment and cooperation shall strictly prohibit nominee shareholdings, false joint ventures, anchored operations, affiliation to state-owned enterprises, etc.</u></p>
5	<p>Article 17</p> <p>As approved by the companies approving department authorized by the State Council, the Company may issue a total of 400 million ordinary shares. The Company issued 240 million shares to its promoter at the time of establishment, all being domestic-invested shares, representing 60% of the total ordinary shares the Company may issue. Such shares are held by Chengdu Siwi Electronic Co., Ltd.</p>	<p>Article 17</p> <p>As approved by the companies approving department authorized by the State Council, the Company may issue a total of 400 million ordinary shares. The Company issued 240 million shares to its promoter at the time of establishment, all being domestic-invested shares, representing 60% of the total ordinary shares the Company may issue. Such shares are held by <u>Chengdu Siwi High-tech Industrial Park Co., Ltd. and Chengdu Siwi Electronic Co., Ltd. with 136 million shares (representing 34% of the total share capital) and 104 million shares (representing 26% of the total share capital) respectively.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
6	<p>Article 35</p> <p>The share certificates shall be signed by the Chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management members, the share certificates shall also be signed by such senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the Chairman of the Company or other relevant senior management members on the share certificates may also be in printed form.</p>	<p>Article 35</p> <p>The share certificates shall be signed by the Chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management members, the share certificates shall also be signed by such senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the Chairman of the Company or other relevant senior management members on the share certificates may also be in printed form.</p> <p><u>Under the conditions of paperless issuance and trading of the Company's shares, separate regulations of the securities regulatory authorities and stock exchanges where the Company's shares are listed shall apply.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
7	<p>Article 47</p> <p>(A) The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p style="padding-left: 40px;">(I) the right to dividends and other distributions in proportion to the number of shares held;</p> <p style="padding-left: 40px;">(II) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the corresponding voting right thereat in accordance with the laws;</p> <p style="padding-left: 40px;">(III) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p style="padding-left: 40px;">(IV) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p>	<p>Article 47</p> <p>(A) The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p style="padding-left: 40px;">(I) the right to dividends and other distributions in proportion to the number of shares held;</p> <p style="padding-left: 40px;">(II) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise <u>speaking right and</u> voting right thereat <u>(unless a shareholder is required by the listing rules of place (s) where the Company's shares are listed to give up voting right on individual matter)</u> in accordance with the laws;</p> <p style="padding-left: 40px;">(III) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p style="padding-left: 40px;">(IV) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p>

No.	Original Articles:	Amended Articles:
	<p>(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2. the right to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) personal particulars of each of the Company's Directors, Supervisors, general managers and other senior management members including: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal address (residence); (c) nationality; (d) primary and all other part-time occupations; and 	<p>(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1 the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; 2 the right to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) personal particulars of each of the Company's Directors, Supervisors, general managers and other senior management members including: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal address (residence); (c) nationality; (d) primary and all other part-time occupations; and (e) identification document and its number.

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p style="text-align: center;">(e) identification document and its number.</p> <p style="text-align: center;">(3) report on the state of the Company's share capital;</p> <p style="text-align: center;">(4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;</p> <p style="text-align: center;">(5) minutes of shareholders' general meetings.</p> <p style="text-align: center;">(VI) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p style="text-align: center;">(VII) other rights conferred by laws, administrative regulations and the Articles of Association.</p>	<p style="text-align: center;">(3) report on the state of the Company's share capital;</p> <p style="text-align: center;">(4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;</p> <p style="text-align: center;">(5) minutes of shareholders' general meetings.</p> <p style="text-align: center;">(VI) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p> <p style="text-align: center;">(VII) other rights conferred by laws, administrative regulations and the Articles of Association.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	(B) The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.	(B) The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.
8	<p>Article 52</p> <p>The shareholders' general meeting may exercise the following functions and powers:</p> <p>(1) to decide on the operating policies and investment plans of the Company;</p> <p>(2) to elect and remove Directors and to fix the remuneration of the relevant Directors;</p> <p>(3) to elect and remove supervisors (being shareholder representatives), and to fix the remuneration of the relevant supervisors;</p> <p>(4) to examine and approve the reports of the Board;</p> <p>(5) to examine and approve the reports of the Supervisory Committee;</p> <p>(6) to examine and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(7) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p>	<p>Article 52</p> <p>The shareholders' meeting may exercise the following functions and powers:</p> <p>(1) to elect and remove Directors and to fix the remuneration of the relevant Directors;</p> <p>(2) to elect and remove supervisors (being shareholder representatives), and to fix the remuneration of the relevant supervisors;</p> <p>(3) to examine and approve the reports of the Board;</p> <p>(4) to examine and approve the reports of the Supervisory Committee;</p> <p>(5) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(6) to adopt resolutions on any increase or reduction of registered capital of the Company;</p> <p>(7) to adopt resolutions on matters such as merger, division, dissolution and liquidation of the Company;</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(8) to adopt resolutions on any increase or reduction of registered capital of the Company;</p> <p>(9) to adopt resolutions on matters such as merger, division, dissolution and liquidation of the Company;</p> <p>(10) to adopt resolutions on the issue of bonds of the Company;</p> <p>(11) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;</p> <p>(12) to amend the Articles of Association;</p> <p>(13) to examine the proposals submitted by shareholders holding not less than 3% of the Company's voting shares;</p> <p>(14) to examine other matters required by laws, administrative regulations and the Articles of Association to be resolved by general meeting of shareholders.</p>	<p>(8) to adopt resolutions on the issue of bonds of the Company;</p> <p>(9) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to examine the proposals submitted by shareholders holding not less than <u>1%</u> of the Company's voting shares;</p> <p>(12) to examine other matters required by laws, administrative regulations and the Articles of Association to be resolved by meeting of shareholders.</p> <p><u>The shareholders' meeting may authorize the Board of Directors to make a resolution on the issuance of corporate bonds.</u></p>
9	<p>Article 54</p> <p>General Meetings of shareholders shall be annual general meetings of shareholders and extraordinary general meetings of shareholders. A general meeting of shareholders shall be convened by the Board. The annual general meeting of shareholders shall be held once every year within six months after the end of the previous accounting year. The Board shall hold an extraordinary general meeting of</p>	<p>Article 54</p> <p>Meetings of shareholders shall be annual general meetings of shareholders and extraordinary meetings of shareholders. A meeting of shareholders shall be convened by the Board. The annual general meeting of shareholders shall be held once every year within six months after the end of the previous accounting year. The Board shall hold an extraordinary general meeting of</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;</p> <p>(2) the uncovered losses are in excess of one third of the Company's total share capital;</p> <p>(3) shareholders holding not less than 10% of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting;</p> <p>(4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting;</p> <p>(5) the Supervisory Committee proposes to hold such a meeting.</p>	<p>shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;</p> <p>(2) the uncovered losses are in excess of one third of the Company's total share capital;</p> <p>(3) shareholders holding not less than 10% of the Company's issued shares with voting rights request in writing to hold an extraordinary general meeting;</p> <p>(4) the Board considers it necessary or the Supervisory Committee proposes to hold such a meeting;</p> <p>(5) the Supervisory Committee proposes to hold such a meeting;</p> <p><u>(6) laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed, or other circumstances stipulated in the Articles of Association.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
10	<p>Article 56</p> <p>In the annual shareholders’ meeting of the Company, shareholders holding more than three percent (including three percent) of the total voting shares of the Company, are entitled to propose new resolutions in written form. The Company shall include those matters which are within the scope of duties of the shareholders’ meeting into the agenda.</p>	<p>Article 56</p> <p>In the annual shareholders’ meeting of the Company, shareholders holding more than <u>one</u> percent (including <u>one</u> percent) of the total voting shares of the Company, are entitled to propose new resolutions in written form. The Company shall include those matters which are within the scope of duties of the shareholders’ meeting into the agenda.</p>
11	<p>Article 63</p> <p>Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting. Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer.</p>	<p>Article 63</p> <p>Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting. Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer, <u>If the appointer has appointed a representative to attend any shareholders’ meeting, the appointer shall be deemed to have attended in person.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
12	<p>Article 64</p> <p>(1) Any form issued to a shareholder by the Board for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote in favour of or against each resolution dealing with the businesses to be transacted at the meeting. Such letter of authorization shall contain a statement that in the absence of instructions by the shareholder, his proxy may vote as he thinks fit.</p> <p>(2) If the Company’s shareholders are recognised clearing houses as defined by the definition of the Hong Kong Securities and Futures (Clearing House) Ordinance, they shall authorise suitable persons as they think fit, to act as their representatives in the general meetings or the Company’s class meetings. If more than one person are appointed, the authorisation shall specify the class and number of shares so authorised. The above appointees are entitled to exercise the authority on behalf of that clearing house (or its proxy) as if the clearing house (or its proxy) is an individual shareholder of the Company.</p>	<p>Article 64</p> <p>(1) Any form issued to a shareholder by the Board for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote in favour of or against each resolution dealing with the businesses to be transacted at the meeting. Such letter of authorization shall contain a statement that in the absence of instructions by the shareholder, his proxy may vote as he thinks fit.</p> <p>(2) If the Company’s shareholders are recognised clearing houses as defined by the definition of the Hong Kong Securities and Futures (Clearing House) Ordinance, they shall authorise <u>corporate representative</u> <u>or</u> suitable persons as they think fit, to act as their representatives in the general meetings, <u>creditors’ meeting</u> or the Company’s class meetings. If more than one person are appointed, the authorisation shall specify the class and number of shares so authorised. The above appointees are entitled to exercise the authority <u>(including but not limited to right of speech and voting right)</u> on behalf of that clearing house (or its proxy) as if the clearing house (or its proxy) is an individual shareholder of the Company.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
13	<p>Article 67</p> <p>A shareholder (including proxy) when voting at a shareholders' general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote.</p>	<p>Article 67</p> <p>A shareholder (including proxy) when voting at a shareholders' meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote.</p> <p><u>According to applicable laws and regulations and listing rules of the places where the Company is listed, where any shareholder is required to waive his/her voting right or is restricted to cast only affirmative or negative vote on a certain resolution, any vote cast by the said shareholder or proxy thereof in violation of the relevant provisions or restrictions shall not be counted into the voting results.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
14	<p>Article 72</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <p>(1) work reports of the Board and the Supervisory Committee;</p> <p>(2) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(3) the appointment and removal of members of the Board and the Supervisory Committee and their remuneration and payment methods;</p> <p>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) matters other than these required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolutions.</p>	<p>Article 72</p> <p>The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:</p> <p>(1) work reports of the Board and the Supervisory Committee;</p> <p>(2) plans formulated by the Board for distribution of profits and for making up losses;</p> <p>(3) the appointment and removal of members of the Board and the Supervisory Committee and their remuneration and payment methods;</p> <p>(4) the Company's balance sheets, income statements and other financial statements;</p> <p>(5) matters other than these required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolutions.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
15	<p>Article 73</p> <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>(1) increase or reduction of the share capital and issue of shares of any class, stock warrants or other similar securities;</p> <p>(2) issuance of corporate bonds;</p> <p>(3) the division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) any other matters considered by the shareholders' general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution.</p>	<p>Article 73</p> <p>The following matters shall be resolved by a special resolution at a shareholders' meeting:</p> <p>(1) increase or reduction of the share capital and issue of shares of any class, stock warrants or other similar securities;</p> <p>(2) issuance of corporate bonds;</p> <p>(3) the division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) any other matters considered by the shareholders' meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution.</p> <p><u>(6) Other matters that need to be passed by special resolutions as required by the relevant listing rules of the place where the Company is listed.</u></p>
16	<p>Article 74</p> <p>The following procedures shall be followed by shareholders requesting for convening of extraordinary general meetings of shareholders:</p> <p>(1) two or not less than two shareholders jointly holding not less than 10% of voting shares in such proposed meeting may request the Board to convene an extraordinary</p>	<p>Article 74</p> <p>The following procedures shall be followed by shareholders requesting for convening of extraordinary general meetings:</p> <p>(1) two or not less than two shareholders jointly holding not less than 10% of voting shares of the Company may request the Board to convene an extraordinary general meeting or class meeting by signing and</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles:	Amended Articles:
	<p>general meeting of shareholders or class meeting by signing and submitting one or several written requests with the same format and contents specifying the agenda of the meeting. An extraordinary general meeting of shareholders or class meeting shall be convened by the Board as soon as practicable upon receipt of the aforesaid written request.</p> <p>The aforesaid proportion of shareholding shall be calculated on the date on which the relevant shareholders submit the written request.</p> <p>(2) if the Board fails to dispatch a notice of convening such meeting within 30 days upon receipt of the aforesaid written request, the shareholders submitting such request may convene such meeting by themselves within 4 months upon receipt of such request by the Board and in which case, the procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as closely as practicable.</p> <p>All reasonable expenses incurred by shareholders arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the Director(s) who have neglected their duties.</p>	<p>submitting one or several written requests with the same format and contents specifying the agenda of the meeting. An extraordinary general meeting or class meeting shall be convened by the Board as soon as practicable upon receipt of the aforesaid written request.</p> <p>The aforesaid proportion of shareholding shall be calculated on the date on which the relevant shareholders submit the written request.</p> <p>(2) if the Board fails to dispatch a notice of convening such meeting within 30 days upon receipt of the aforesaid written request, the shareholders submitting such request may convene such meeting by themselves within 4 months upon receipt of such request by the Board and in which case, the procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as closely as practicable.</p> <p>All reasonable expenses incurred by shareholders arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the Director(s) who have neglected their duties.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
17	<p>Article 75</p> <p>A general meeting of shareholders shall be convened by the Board and chaired by the Chairman of the board of directors, who shall act as the chairman of the meeting. If the Chairman is unable to attend the meeting, the Vice Chairman shall act as the chairman of the meeting. If both the Chairman and Vice Chairman are unable to attend the meeting, a majority of the directors may appoint a director of the Company to convene and chair the meeting on their behalf. If the Board is unable or has failed to perform its duties and responsibilities in holding the general meeting of shareholders, and the Supervisory Committee may hold and preside over such meeting by itself. If the Supervisory Committee has failed to hold and preside over such meeting, in which case, shareholders individually or jointly holding not less than 10% of the Company's shares for not less than 90 consecutive days shall have the right to hold and preside over such meeting by themselves.</p>	<p>Article 75</p> <p>A meeting of shareholders shall be convened by the Board and chaired by the Chairman of the board of directors, who shall act as the chairman of the meeting. If the Chairman is unable to attend the meeting, the Vice Chairman shall act as the chairman of the meeting. If both the Chairman and Vice Chairman are unable to attend the meeting, more than half of the directors may appoint a director of the Company to convene and chair the meeting on their behalf. If the Board is unable or has failed to perform its duties and responsibilities in holding the meeting of shareholders, and the Supervisory Committee may hold and preside over such meeting by itself. If the Supervisory Committee has failed to hold and preside over such meeting, in which case, shareholders individually or jointly holding not less than 10% of the Company's shares for not less than 90 consecutive days shall have the right to hold and preside over such meeting by themselves.</p>
18	<p>Article 90</p> <p>The Board shall report to the shareholders' general meeting and exercises the following powers:</p> <p>(1) to listen to the opinion of the Party organization of the controlling shareholder before making any decision on the major issue of the Company;</p> <p>(2) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p>	<p>Article 90</p> <p>The Board shall report to the shareholders' meeting and exercises the following powers:</p> <p>(1) to listen to the opinion of the Party organization of the controlling shareholder before making any decision on the major issue of the Company;</p> <p>(2) to convene shareholders' meetings and report its work to the shareholders' meeting;</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	(3) to implement the resolutions of shareholders' general meetings;	(3) to implement the resolutions of shareholders' meetings;
	(4) to decide on the Company's business plans and investment plans;	(4) to decide on the Company's business plans, investment proposals and investment plans;
	(5) to formulate the Company's plans on annual financial budgets and final accounts;	(5) to formulate the Company's plans on annual financial budgets and final accounts;
	(6) to formulate the Company's profit distribution plans and plans on making up losses;	(6) to formulate the Company's profit distribution plans and plans on making up losses;
	(7) to formulate the proposal for increase or decrease of the registered capital of the Company and issue of bonds of the Company;	(7) to formulate the proposal for increase or decrease of the registered capital of the Company and issue of bonds of the Company;
	(8) to formulate plans for merger, division and dissolution of the Company;	(8) to formulate plans for merger, division and dissolution of the Company;
	(9) to determine the establishment of the Company's internal management structure;	(9) to determine the establishment of the Company's internal management structure;
	(10) to appoint or dismiss managers of the Company and, based on the nomination by the manager, to appoint or dismiss deputy manager and financial controller of the Company and to determine their remunerations;	(10) to appoint or dismiss managers of the Company and, based on the nomination by the manager, to appoint or dismiss deputy manager and financial controller of the Company and to determine their remunerations;
	(11) to formulate the basic management system of the Company;	(11) to formulate the basic management system of the Company;
	(12) to formulate proposals for amendment to the Articles of Association;	(12) to formulate proposals for amendment to the Articles of Association;
		(13) to determine the setting-up of ad hoc committees and to appoint and dismiss the relevant persons in charge.
		<u>(14) Other powers stipulated in the Company's Articles of Association or granted by the Shareholders' meeting.</u>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(13) to determine the setting-up of ad hoc committees and to appoint and dismiss the relevant persons in charge.</p> <p>Except for the Board resolutions in respect of the matters specified in subparagraphs (6), (7) and (12) of this Article which shall be passed by not less than two-thirds of the Directors, The Board resolutions in respect of all other matters may be passed by not less than one half of the Directors.</p>	<p>The Board resolutions in respect of all other matters may be passed by <u>more than</u> one half of the Directors.</p>
19	A newly added article	<p><u>Article 98</u></p> <p><u>The Board of the Company shall establish the Audit Committee. The Audit Committee shall consist of at least three independent non-executive Directors, and at least one independent non-executive Director shall have accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. The Audit Committee shall have a chairman, who shall be an independent non-executive Director.</u></p> <p><u>The term of office of the members of the Audit Committee shall be the same as that of the Directors. The members are eligible for re-election upon expiration of their term of office. During the term of office, any member of the Audit Committee who no longer maintains his or her position as a Director shall automatically lose his or her membership as a member of the Audit Committee and the replacement shall be appointed by the Audit Committee in accordance with the previous articles.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
20	A newly added article	<p><u>Article 99</u></p> <p><u>The obligation and competence of the Audit Committee are as follows:</u></p> <p><u>(1) reviewing the Company’s financial matters;</u></p> <p><u>(2) reviewing the Company’s financial information and its disclosure, reviewing major financial strategies of the Bank and their implementation, supervising the financial operation, monitoring the accuracy of financial accounting reports and the effectiveness of the implementation of financial accounting report procedures by the management;</u></p> <p><u>(3) inspecting, supervising and evaluating the Company’s internal audit work, supervising the Company’s internal audit system and its implementation, evaluating the work procedures and work effects of the internal audit department;</u></p> <p><u>(4) proposing to engage, renew, dismiss external auditors, taking appropriate measures to supervise the work of external auditors, reviewing the reports of external auditors, and ensuring that external auditors assume corresponding responsibilities for their audit work;</u></p> <p><u>(5) supervising the Company to ensure that the internal audit department has sufficient resources to operate, and coordinate the communication between the internal audit department and external auditors;</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
		<p><u>(6) evaluating the mechanism for employees of the Company to report financial accounting reports, internal control or other improper behaviors, and the mechanism for the Company to conduct independent and fair investigations on reported matters and to take appropriate actions;</u></p> <p><u>(7) reporting its decisions and suggestions to the board of Directors;</u></p> <p><u>(8) other obligation and competence as prescribed by the Articles of Association.</u></p>
21	A newly added article	<p><u>Article 100</u></p> <p><u>The following matters shall be passed by more than half of all members of the Audit Committee before making any decision by the Board of Directors:</u></p> <p><u>(1) Engagement or dismissal of an accounting firm that undertakes the audit of the Company ;</u></p> <p><u>(2) Appointment or dismissal of the financial controller of the Company;</u></p> <p><u>(3) Disclosure of financial accounting reports; and</u></p> <p><u>(4) Other matters stipulated by laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company’s securities are listed and the Articles of Association.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
22	A newly added article	<p><u>Article 101</u></p> <p><u>The Board of the Company shall establish a Nomination Committee, the Nomination Committee shall consist of five Directors, more than half of whom are independent non-executive Directors. The Nomination Committee shall have a Chairman, who shall be the Chairman of the Board or an independent non-executive Director.</u></p> <p><u>The term of office of members of the Nomination Committee shall be in congruence with the term of the Board and the members may be re-elected upon the expiry of the current term of office. If during the term, any members of the Committee no longer maintain the position as a Director, he/she automatically loses the qualification as a member of the Committee and the replacement shall be appointed by the Committee in accordance with the previous Articles.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
23	A newly added article	<p><u>Article 102</u></p> <p><u>The Nomination Committee shall exercise the following obligation and competence:</u></p> <p><u>(1) reviewing the structure, size and composition of the Board (including the skills, knowledge and experience) and make recommendations on any proposed changes to the Board;</u></p> <p><u>(2) making advices or recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors;</u></p> <p><u>(3) to assess the independence of independent non-executive Directors.</u></p> <p><u>(4) other obligation and competence as prescribed by the Articles of Association.</u></p>
24	A newly added article	<p><u>Article 103</u></p> <p><u>The Board of the Company shall establish the Remuneration and Appraisal Committee, the Remuneration and Appraisal Committee shall consist of five Directors, more than half of whom shall be independent non-executive Directors.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
		<p><u>The Remuneration and Appraisal Committee shall have one chairman, who shall be an independent non-executive Director. The term of office of the members of the Remuneration and Appraisal Committee shall be the same as that of the Directors. The members are eligible for re-election upon expiration of their term of office. During the term of office, any member of the Remuneration and Appraisal Committee who no longer maintains his or her position as a Director shall automatically lose his or her membership as a member of the Remuneration and Appraisal Committee and the replacement shall be appointed by the Remuneration and Appraisal Committee in accordance with the previous mentioned articles.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
25	A newly added article	<p><u>Article 104</u></p> <p><u>The Remuneration and Appraisal Committee shall exercise the following obligation and competence:</u></p> <p><u>(1) researching the remuneration policy and appraisal standards for Directors and senior management, conducting appraisal and making recommendations to the Board;</u></p> <p><u>(2) organizing the Board to evaluate the performance of Directors and recommend to the Board the remuneration packages of individual Directors and senior managers;</u></p> <p><u>(3) supervising the implementation of the Company’s compensation system;</u></p> <p><u>(4) ensuring that no Director is involved in determining his or her own remuneration;</u></p> <p><u>(5) other obligation and competence as prescribed by the Articles of Association or granted by the Board.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
26	A newly added article	<p><u>Article 105</u></p> <p><u>The Board of the Company shall establish the Strategic Development Committee, the Strategic Development Committee shall consist of five Directors, among whom is at least one independent non-executive Director. The Strategic Development Committee shall have a chairman. In case that the Chairman of the board of Directors of the Company has been elected to be a member of the Strategic Development Committee, he (or she) shall take the post of the director member of the Strategic Development Committee.</u></p> <p><u>The term of membership of the Strategic Development Committee is the same as that of a Director. When the term expires, the membership can be continued to the next term through re-election. In the duration of the term, if the member of the Strategic Development Committee is no longer a Director, his (or her) membership of the Strategic Development Committee shall be lost automatically, and the Board of Directors shall replenish the number of the member according to the previous mentioned Article.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
27	A newly added article	<p><u>Article 106</u></p> <p><u>The major obligation and competence of the Strategic Development Committee are as follows:</u></p> <p><u>(1) researching the long and mid-term development strategic planning of the Company and putting forward proposals.</u></p> <p><u>(2) researching the heavy investment or financing resolutions, great capital and assets operations which are regulated in the Articles of Association to be sanctioned by the Board of Directors, and putting forward proposals.</u></p> <p><u>(3) researching other significant events that influence the development of the Company, and putting forward proposals.</u></p> <p><u>(4) examining the implementation of the above mentioned items.</u></p> <p><u>(5) other obligation and competence as prescribed by the Articles of Association or granted by the Board.</u></p>
28	<p>Article 120</p> <p>A person may not serve as a Director, supervisor, manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p>	<p><u>Article 129</u></p> <p>A person may not serve as a Director, supervisor, manager or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without legal or with restricted legal capacity;</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding;</p>	<p>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation <u>or who has been sentenced to probation and not exceed two (2) years since the expiration of the probation period;</u></p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise which had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has a relatively large amount of debts due and outstanding <u>is listed as a dishonest person subject to enforcement;</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
	<p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;</p> <p>(7) a person who is not eligible for enterprise leadership according to laws and administrative regulations;</p> <p>(8) a non-natural person;</p> <p>(9) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction.</p>	<p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;</p> <p>(7) a person who is not eligible for enterprise leadership according to laws and administrative regulations;</p> <p>(8) a non-natural person;</p> <p>(9) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction.</p>
29	<p>Article 133</p> <p>A loan guarantee provided by the Company in breach of Article 130 shall be unenforceable against the Company, provided that:</p> <p>(1) a loan was advanced to an associate of any of the Directors, supervisors, manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances;</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p><u>Article 142</u></p> <p>A loan guarantee provided by the Company in breach of <u>Article 140</u> shall be unenforceable against the Company, provided that:</p> <p>(1) a loan was advanced to an associate of any of the Directors, supervisors, manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances;</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
30	<p>Article 141</p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every annual shareholders’ general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall at least deliver to each shareholder of overseas-listed foreign-invested shares by prepaid mail the abovementioned reports not later than twenty-one (21) days before the date of every annual shareholders’ general meeting. The recipient’s address shall be that recorded in the register of shareholders.</p>	<p><u>Article 150</u></p> <p>The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every annual shareholders’ meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall at least deliver to each shareholder of overseas-listed foreign-invested shares the abovementioned reports not later than twenty-one (21) days before the date of every annual shareholders’ meeting. <u>Subject to the laws, administrative regulations, departmental rules and the relevant provisions of the securities regulatory authorities of the place where the Company’s shares are listed, the Company may proceed by way of announcement (including publication on the Company’s website).</u></p>
31	<p>Article 142</p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the overseas place where the Company’s shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the financial statements. When the Company is to distribute its profits, the lower of the after-tax profits as shown in the two financial statements shall be adopted.</p>	<p><u>Article 151</u></p> <p>The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
32	<p>Article 143</p> <p>Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the overseas place where the Company's shares are listed.</p>	<p><u>Article 152</u></p> <p>Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with PRC accounting standards and regulations.</p>
33	<p>Article 144</p> <p>The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within sixty (60) days after the expiration of the first six (6) months of each fiscal year and the annual financial report shall be published within one hundred and twenty (120) days after the expiration of each fiscal year.</p>	<p><u>Article 153</u></p> <p>The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within <u>three (3) months</u> after the expiration of the first six (6) months of each fiscal year and the annual financial report shall be published within <u>four (4) months</u> after the expiration of each fiscal year.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
34	<p>Article 163</p> <p>Where the Board proposes to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board 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 passing of the resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the Board shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's receipts and payments, 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><u>Article 172</u></p> <p>Where the Board proposes to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the Board shall include a statement in its notice convening a shareholders' meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board 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 passing of the <u>special</u> resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the Board shall cease.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' meeting to make a report at least once every year to the shareholders' meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and to present a final report to the shareholders' meeting on completion of the liquidation.</p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
35	<p>Article 170</p> <p>Any amendment to the Articles of Association involving anything set out in the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (“Mandatory Provisions”) shall become effective upon approval by the department in charge of company approval affairs authorized by the State Council and by the CSRC. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.</p>	<p><u>Article 179</u></p> <p>Any amendment to the Articles of Association, <u>subject to the approval by the department in charge of company approval affairs authorized by the State Council and by the CSRC,</u> shall become effective upon approval by the department in charge of company approval affairs authorized by the State Council and by the CSRC. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.</p>
36	A newly added chapter	<u>Chapter 22 Notices of the Company</u>
37	A newly added article	<p><u>Article 181</u></p> <p><u>Notices of the Company may be served through means as follows:</u></p> <p><u>(I) by hand;</u></p> <p><u>(II) by post;</u></p> <p><u>(III) by fax or email;</u></p> <p><u>(IV) subject to the law and regulations, and the listing rules of the stock exchange of the places where the Company’s shares are listed, by publishing at the Company’s website and such website as designated by the relevant stock exchange;</u></p> <p><u>(V) by public announcement;</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
		<p><u>(VI) by such other means as agreed between the Company and the recipient in advance or accepted by the recipient after receipt of such notices; or</u></p> <p><u>(VII) by such other means as approved by the relevant regulatory agency of the places where the Company's shares are listed or as set out in these Articles of Association.</u></p> <p><u>Save as otherwise specified in the context, the "announcement" as mentioned herein, if the Company sends the notice to the holders of overseas listed foreign shares by announcement, an electronic version for immediate publication shall be submitted on the same day to the Hong Kong Stock Exchange via the electronic publication system of the Hong Kong Stock Exchange pursuant to the local listing rules for publication on the website of the Hong Kong Stock Exchange. The announcement shall also be published on the website of the Company.</u></p>

**APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

No.	Original Articles:	Amended Articles:
		<p><u>For the purpose of the means by which the Company provides and/or distributes corporate communication to shareholders in accordance with the Listing Rules, the Company may send or provide corporate communication to the shareholders of the Company by electronic means or by publishing information on the Company’s website in accordance with the relevant laws and regulations and the relevant provisions of the Listing Rules as amended from time to time.</u></p> <p><u>“corporate communication” means any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to:</u></p> <p><u>(1) the annual report, including the directors’ report, its annual accounts together with a copy of the auditors’ report and its summary financial report, where applicable;</u></p> <p><u>(2) the interim report and its summary interim report, where applicable;</u></p> <p><u>(3) a notice of meeting;</u></p> <p><u>(4) a listing document;</u></p> <p><u>(5) a circular;</u></p> <p><u>(6) a proxy form;</u></p> <p><u>(7) other corporate communications set out in the Listing Rules.</u></p> <p><u>Holders of the Company’s overseas listed foreign shares may choose in writing to receive printed copies of the above corporate communication by post.</u></p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
------------	--------------------------------------------------------------------------

No.	Original Articles:	Amended Articles:
38	A newly added article	<p><u>Article 182</u></p> <p><u>Except as otherwise provided in these Articles of Association, the various forms of giving notice prescribed in the preceding article shall apply to the notice of the general meetings held by the Company, the meetings of the board of directors and the board of supervisors.</u></p>
39	A newly added article	<p><u>Article 183</u></p> <p><u>If the notice of the Company is delivered by hand, the addressee shall sign (or stamp) on the receipt of service, and the date of signature of the addressee shall be the date of service; If a notice of the Company is sent by mail, the date of service shall be 48 hours after the date of delivery to the post office; If the notice of the Company is sent by fax, email or website publication, the date of service shall be the sending date; Where a notice of the company is sent by way of announcement, the date of publication of the first announcement shall be the date of service.</u></p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
------------	--------------------------------------------------------------------------

No.	Original Articles:	Amended Articles:
40	A newly added article	<p><u>Article 184</u></p> <p><u>Where the listing rules of the stock exchange where the Company is listed require the Company to send, mail, distribute, issue, publish or otherwise provide the relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangements to determine whether its shareholders wish to receive only the English version or the Chinese version and, to the extent permitted by and in accordance with applicable laws and regulations, the Company may send only the English version or only the Chinese version to the relevant shareholder (at the shareholder’s stated wish).</u></p>

Note: Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the articles of the Articles of Association as so amended shall be changed accordingly, including those referred to in cross references.