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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or otherwise transferred** all your shares in **Beijing Jingkelong Company Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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北京京客隆商業集團股份有限公司  
**BEIJING JINGKELONG COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
(Stock Code: 814)

**PROPOSALS FOR  
CHANGE OF AUDITOR,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING**

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A notice for convening the annual general meeting (the “**2023 Annual General Meeting**”) for the year ended 31 December 2023 of Beijing Jingkelong Company Limited (the “**Company**”) to be held at 9:00 a.m. on Friday, 28 June 2023 at the Conference Room, 4th Floor, Block No. 45, XinyuanStreet, Chaoyang District, Beijing, the People’s Republic of China is set out in this circular.

Whether or not you are able to attend the 2023 Annual General Meeting, you are requested to complete and return the relevant enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event by no less than 24 hours before the time appointed for the holding of the 2023 Annual General Meeting or at any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 Annual General Meeting or at any adjournment should you so wish.

30 April 2024

\* For identification purposes only

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> . . . . .	1-2
<b>LETTER FROM THE BOARD</b> . . . . .	3-6
1. Introduction . . . . .	3
2. Proposed change of auditor . . . . .	4
3. Proposed amendments to the Articles of Association . . . . .	4-5
4. Voting by poll at the 2023 Annual General Meeting . . . . .	5
5. The 2023 Annual General Meeting . . . . .	5
6. Closure of register of members . . . . .	5-6
7. Recommendations . . . . .	6
<b>APPENDIX I – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .	7-110
<b>NOTICE OF 2023 ANNUAL GENERAL MEETING</b> . . . . .	111-113

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## DEFINITIONS

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

“2023 Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of considering the proposed change of auditor, the proposed amendments to the Articles of Association and the other matters contained in the Notice of 2023 Annual General Meeting
“Audit Committee”	the audit committee of the Company
“Articles of Association” or “Articles”	the articles of association of the Company
“Board”	the Board of Directors
“Company”	北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited*), a joint stock limited company incorporated in the PRC, the H shares of which are listed on 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 on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“the Company’s H-Share Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary shares(s) issued by the Company, with a denominated par value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on the Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)

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## DEFINITIONS

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“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April 2024, being the latest practicable date for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of 2023 Annual General Meeting”	the notice of the 2023 Annual General Meeting contained in this circular
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong)
“Share(s)”	Domestic Share(s) and H Share(s), as the context may require
“Shareholder(s)”	Domestic Shareholder(s) and H Shareholder(s), as the context may require
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

*If there is any inconsistency between the Chinese version of the name(s) of the person(s) or entity/entities mentioned in this circular and the English translation thereof, the Chinese version shall prevail.*

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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北京京客隆商業集團股份有限公司  
**BEIJING JINGKELONG COMPANY LIMITED\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
**(Stock Code: 814)**

*Executive Directors:*

Mr. Zhang Liwei  
Ms. Wang Hong  
Mr. Zhang Hongbo  
Mr. Yang Wensheng

*Registered Office:*

Block No. 45  
Xinyuan Street  
Chaoyang District  
Beijing  
PRC

*Non-executive Directors:*

Mr. Li Jianwen  
Ms. Zhang Yan

*Place of business in Hong Kong:*

17th Floor  
One Island East  
Taikoo Place  
18 Westlands Road  
Quarry Bay, Hong Kong

*Independent Non-executive Directors:*

Mr. Wang Liping  
Mr. Chen Liping  
Mr. Kot Man Tat

30 April 2024

*To Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
CHANGE OF AUDITOR,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (i) the change of the auditor of the Company; (ii) the amendments to the articles of association; and (iii) other matters contained in the Notice of 2023 Annual General Meeting, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the 2023 Annual General Meeting.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF AUDITOR

Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所 (特殊普通合夥)) (“Da Hua”) has been holding office as the auditor of the Company since the conclusion of the annual general meeting of the Company for the year ended 31 December 2019 which was held on 23 June 2020. The Board considers that a change of auditor after an appropriate period of time could enhance the independence of the auditor and maintain good corporate governance, and it would be in the interest of the Company and its shareholders as a whole. Therefore, the re-appointment of Da Hua as the auditor of the Company for the year ending 31 December 2024 will not be proposed at the 2023 Annual General Meeting and Da Hua will retire as the auditor of the Company with effect from the conclusion of the 2023 Annual General Meeting.

The Board, with the recommendation from the Audit Committee, has resolved to propose the appointment of BDO CHINA Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所 (特殊普通合夥)) as the new auditor of the Company for the period from the conclusion of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024.

Pursuant to Rule 13.51(4) of the Listing Rules, Da Hua has confirmed in writing that there are no disagreements or unresolved matters between the Company and Da Hua, and that there are no matters in respect of its retirement as the auditor of the Company or other matters which should be brought to the attention of the Shareholders.

### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Article of Association in view of (i) the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) having been repealed at the end of March 2023 after the State Council of the PRC issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》); (ii) the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》) having been repealed at the end of March 2023 after the China Securities Regulatory Commission issued 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》); (iii) the amendments to The Company Law of the People’s Republic of China (《中華人民共和國公司法》) coming into force on 1 July 2024; (iv) the amendments to the Listing Rules in relation to the paperless listing regime with effect from 31 December 2023, as well as the consultation papers and consultation conclusion on the proposed expansion of the paperless listing regime and other amendments to the Listing Rules published by The Stock Exchange of Hong Kong Limited; and (v) the requirements of the General Requirements for Incorporation of Party Building Work in District Management Enterprises into the Model Document of the Company’s Articles of Association (2022 version) and other laws, regulation and provisions.

The main aspects of the proposed amendments of the Articles are: (i) the establishment of the role of employee representative directors; (ii) remove the establishment of the Supervisory Committee; (iii) revise the expression of the general provisions and the chapter of the Party Committee; (iv) add the

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## LETTER FROM THE BOARD

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section “The methods for issuing notices and public announcements of the Company” to further clarify the arrangement on the electronic dissemination of the corporate communications of the Company; and (v) consequential amendments to the Articles (except those relating to the interests of class shareholders) as a result of the legal and regulatory changes. From this, the Board proposed to amend the Articles of Association as set out in the Appendix I of this circular. Please note that the proposed amendments to the existing Articles of Association are written in Chinese and there is no official translation in respect thereof. The translation into English language in Appendix I of this circular is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

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

#### **4. VOTING BY POLL AT THE 2023 ANNUAL GENERAL MEETING**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the voting on all resolutions at the 2023 Annual General Meeting will be conducted by way of poll. An announcement on the poll vote results will be made by the Company after the 2023 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### **5. THE 2023 ANNUAL GENERAL MEETING**

The 2023 Annual General Meeting will be held at 9:00 a.m. on Friday, 28 June 2024 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC. Notice of 2023 Annual General Meeting is set out in this circular.

The proxy form for use at the 2023 Annual General Meeting is also enclosed herewith. Whether or not you are able to attend the 2023 Annual General Meeting, you are requested to complete and return the enclosed proxy form to the Company (in the case of the holders of Domestic Shares) or to the Company’s H-share Registrar (in the case of the holders of H Shares) in accordance with the instructions printed thereon as soon as possible but not less than 24 hours before the time appointed for the holding of the 2023 Annual General Meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 Annual General Meeting should you so wish.

#### **6. CLOSURE OF REGISTER OF MEMBERS**

Shareholders whose names appear on the register of members of the Company as at 4:30 p.m., the close of business of Friday, 21 June 2024 are entitled to attend and vote at the 2023 Annual General Meeting. The register of members of the Company will be closed from Saturday, 22 June 2024 to Friday, 28 June 2024, both days inclusive, during which no transfer of Shares will be effective. In

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## LETTER FROM THE BOARD

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order to be eligible to attend the 2023 Annual General Meeting and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H-Share Registrar no later than 4:30 p.m. on Friday, 21 June 2024. Holders of Domestic Shares should contact the secretary to the board of directors of the Company (the "**Secretary to the Board**") for details concerning registration of transfers of Domestic Shares. The contact details of the Secretary to the Board are: 3rd Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the PRC; telephone No.: 86(10) 64603046; and facsimile No.: 86(10) 64611370.

### 7. RECOMMENDATIONS

The Directors consider that the proposals for (i) the change of auditor; (ii) the amendments to the Articles of Association; and (iii) other matters contained in the Notice of 2023 Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of all the resolutions to be proposed at the 2023 Annual General Meeting.

By Order of the Board  
**Beijing Jingkelong Company Limited**  
**Zhang Liwei**  
*Chairman*



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Note:	<p>In the marginal of the Articles of Association, the following expressions have the following meanings:</p> <p>“<b>Mandatory Provisions</b>” means the Mandatory Provisions for the Articles of Association of Companies Seeking a Listing Outside the PRC (<i>Zheng Wei Fa [1994] No.21</i>) by the Securities Commission of the State Council of the PRC and the State Commission for Restructuring the Economic System of the PRC.</p> <p>“<i>Zheng Jian Hai Han</i>” means letter of revision Articles of Association of Companies Seeking a Listing Outside the PRC Mandatory Provisions (<i>Zheng Jian Hai Han [1995] No. 1</i>) issued by the Securities Commission of the State Council of the PRC and the State Commission for Restructuring the Economic System of the PRC.</p> <p>“<b>Opinions</b>” means letter of Facilitate Operation and Reform (<i>Guo Jing Mao Qi Gai[1999] No.230</i>) issued by the State Council for Economics and Trade of the PRC and China Securities Regulatory Commission.</p> <p>“<b>Practice Guide for Secretary</b>” means Best Practice Guide for company secretary in foreign listed company (<i>Zheng Jian Fa Xing Zi [1999] No.39</i>) issued by China Securities Regulatory Commission.</p> <p><b>App3</b> means Appendix 3 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.</p> <p><b>App13D</b> means Appendix 13D of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.</p>	–	Deleted
Article 1.	Beijing Jingkelong Company Limited (the “Company”) is a joint stock limited company established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by	Article 1.	<b>In order to meet the requirements of the development of the socialist market economy, the Company will establish a system of modern state-owned enterprises with Chinese characteristics, regulate the organization and conduct of companies, and protect the legitimate rights and interests of investors, companies and</b>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>Shares (the “Special Regulations”), and other relevant laws and regulations of the State.</p> <p>Pursuant to the Approval (Jing Fa Gai [2004] No.2241) of Beijing municipal development and reform committee, the Company was converted from a limited liability company to a joint stock limited company with registered in Beijing Administration Bureau of Industry and Commerce on 1 November 2004.The unified social credit code of the Company is: [91110000101782670P] °</p> <p>The promoters of the Company are: Beijing Chaofu State-owned Assets Administration Company Limited, Shanxi Trust Investment Company limited, Beijing Gaoya Huali Kemao Company Limited, Beijing Jiazeng Gongmao Company Limited, Tianjin Jinganghua Jianzhu Art Decoration Work Company Limited, Li Shunxiang, Yang Baoqun, Liu Yanli, Xia Wensheng, Gao Jiaqiang, Gu Hanlin, Wei Tingzhan, Dai Jing, Bai Xianrong, Chen Limin, Zhao Weili, Li Jianwen, Gao Jingsheng, Tian Junying, Qu Xinhua, Li Chunyan.</p>		<p>creditors. In accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on State-owned Assets of Enterprises, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Constitution of the Communist Party of China, the Regulations of the Communist Party of China on the Work of Grassroots Organizations of State-owned Enterprises (Trial Implementation) and the People’s Republic of China (the “PRC”) and other relevant laws and regulations to formulate its articles of association.</p> <p><del>Beijing Jingkelong Company Limited (the “Company”) is a joint stock limited</del>The Company is established in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), and other relevant laws and regulations of the PRC<del>State</del>.</p> <p>Pursuant to the Approval (Jing Fa Gai [2004] No.2241) of Beijing municipal development and reform committee, the Company was converted from a limited liability company to a joint stock limited company with registered in Beijing Administration Bureau of Industry and Commerce on 1 November 2004.The unified social credit code of the Company is: <del>91110000101782670P</del>.<del>—</del>The way of establishment of the Company is by promotion.</p> <p>The promoters of the Company are: Beijing Chaofu State-owned Assets Administration Company Limited, Shanxi Trust Investment Company limited, Beijing Gaoya Huali Kemao Company Limited, Beijing Jiazeng Gongmao Company Limited, Tianjin Jinganghua Jianzhu Art Decoration Work Company Limited, Li Shunxiang, Yang Baoqun, Liu Yanli, Xia Wensheng, Gao Jiaqiang, Gu Hanlin, Wei</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			Tingzhan, Dai Jing, Bai Xianrong, Chen Limin, Zhao Weili, Li Jianwen, Gao Jingsheng, Tian Junying, Qu Xinhua, Li Chunyan.
Article 4.	The legal representative of the Company shall be the chairman of the board of directors of the Company.	Article 4.	<p>The legal representative of the Company shall be the chairman of the board of directors of the Company.</p> <p><b>If the chairman of the board of directors of the Company resigns as a director or ceases to hold the position of chairman he/she will be deemed to has resigned as the legal representative at the same time.</b></p> <p><b>If the Company convenes a board meeting and the chairman of the Company is elected or changed by more than half of all the directors, the elected or changed chairman shall be the legal representative of the Company. If the Company changes its legal representative, the application for registration of change shall be signed by the changed legal representative.</b></p>
Article 6.	<p>The Articles of Association of the Company was amended at an extraordinary general meeting on 20 March 2007. The amendments become effective after being approved by relevant administrations (if any) and withdrawal of the listing on the Growth Enterprise Market and listing on the Main Board of the of The Stock Exchange of Hong Kong Limited. The Articles of Association shall be filed with the company registration authority of the PRC for record.</p> <p>Upon these Articles of Association coming into effect, they shall supersede the Original Articles of Association. the Company’s Articles of Association constitute the legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders from the date on which the Company’s Articles of Association come into effect.</p>	Article 6.	<p><del>The Articles of Association of the Company was amended at an extraordinary general meeting on 20 March 2007. The amendments become effective after being approved by relevant administrations (if any) and withdrawal of the listing on the Growth Enterprise Market and listing on the Main Board of the of The Stock Exchange of Hong Kong Limited. The Articles of Association shall be filed with the company registration authority of the PRC for record.</del></p> <p>Upon these Articles of Association coming into effect, they shall supersede the Original Articles of Association. the Company’s Articles of Association constitute the legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders from the date on which the Company’s Articles of Association come into effect.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 7.	<p>The Articles of Association of the Company shall be binding upon the Company and its shareholders, directors, supervisors, manager and other senior management staff. All the above persons may make claims related to Company matters in accordance with the Articles of Association.</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association, and vice versa. A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, manager and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>	Article 7.	<p>The Articles of Association of the Company <b>is the legal document regulating the organization and conduct of the Company, and</b> shall be binding upon the Company and its shareholders, <b>the members of the Party Committee (Discipline Inspection Commission),</b> director, <del>supervisors,</del> manager and other senior management staff. All the above persons may make claims related to Company matters in accordance with the Articles of Association.</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association, and vice versa. A shareholder may also take action against another shareholder, and may take action against the directors, <del>supervisors,</del> manager and other senior officers of the Company pursuant to the Company’s Articles of Association.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p>
Article 10.	The Company may invest in other companies. The Company may not be a shareholder with unlimited liabilities of any other invested companies unless the law provides otherwise.	Article 10.	The Company may invest in other companies. <del>The Company may not be a shareholder with unlimited liabilities of any other invested companies unless the law provides otherwise.</del> <b>If the law stipulates that the Company shall not become a capital contributor severally and jointly liable for the debts of the enterprises in which it invests in, the Company should follow such law.</b>
-	Newly-added	Article 11.	<p><b>According to the requirements of the “Constitution of the Communist Party of China” (《中國共產黨章》) and the “Regulations of the Communist Party of China on the Work of Grassroots Organizations in State-owned Enterprises (Trial Implementation)” (《中國共產黨國有企業基層組織工作條例(試行)》), the Company shall established the Grassroot Committee of the Chinese Communist Party. The Party Committee of the Company shall exercise its leadership role, and shall focus on the overall direction and development and ensuring strict policy implementation, discuss</b></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>and decide on major issues of the Company in accordance with the regulations. The Company shall establish related working organs and carry out the Party’s activities.</p> <p>The Company shall provide necessary conditions for the party organisation to implement its normal activities. The establishment and staffing of party organisations shall be included in the enterprise management organisation and staffing, and the funds for Party organisation shall be incorporated into the Company budget and deducted from the administrative fees.</p>
Article 13.	Any amendments to memorandum of company and business scope must be in accordance with the legal procedures and registered with administration for industry and commerce.	Article 14.	Any amendments to the <del>memorandum of</del> <b>Articles of Association of the Company</b> and <del>modifications</del> to business scope must be in accordance with the legal procedures and registered with administration for industry and commerce.
Article 14.	There must, at all times, be ordinary shares in the Company. Subject to the approval of the companies approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.	Article 15.	There must, at all times, be ordinary shares in the Company. <del>Subject to the approval of the companies approving department authorized by the State Council,</del> <b>+</b> The Company may, according to its requirements, create different classes of shares.
Article 16.	<p>Subject to the approval of the securities authority of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.</p> <p>“Foreign Investors” referred to in the previous paragraph mean those investors who subscribe for the shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic Investors” mean those investors who subscribe for the shares issued by the Company and who are located within the territory of the PRC, excluding those areas mentioned above.</p>	Article 17.	<p>Subject to <del>the approval</del> <b>the registration or filing</b> of the securities authority of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.</p> <p>“Foreign Investors” referred to in the previous paragraph mean those investors who subscribe for the shares issued by the Company and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic Investors” mean those investors who subscribe for the shares issued by the Company and who are located within the territory of the PRC, excluding those areas mentioned above.</p>
Article 18.	Domestic shares may be listed in domestic stock exchange after passing relevant resolution in the general meeting and approved by administrations. H shares may be listed in Stock Exchange or other	Article 19.	Domestic shares may be listed in domestic stock exchange after passing relevant resolution in the <del>shareholders’ general</del> <b>meeting and approved or registered by</b> administrations. H shares may be listed in Stock Exchange or other foreign stock

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>foreign stock exchange after passing relevant resolution in the general meeting and approved by administrations.</p> <p>Overseas listed foreign shares listed in Hong Kong issued by the Company shall be known as H shares. H shares mean the shares which are approved to be listed on the Stock Exchange, whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>Upon approval by the securities supervisory organ of the State Council, shareholders of domestic shares of the Company may transfer the shares held by them to overseas investors or convert the domestic shares into overseas listed foreign shares and such shares may be listed and traded overseas. If the above shares are listed and traded on overseas stock exchanges, no voting in shareholders' general meeting or class meetings will be required, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with.</p> <p>After the conversion of domestic shares into overseas listed foreign shares, they shall be regarded as shares of the same class as the original overseas listed foreign shares.</p>		<p>exchange after passing relevant resolution in the <del>shareholders' general</del> meeting and approved <b>or filed</b> by administrations.</p> <p>Overseas listed foreign shares listed in Hong Kong issued by the Company shall be known as H shares. H shares mean the shares which are approved to be listed on the Stock Exchange, whose par value is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.</p> <p>Upon approval by <b>or filing with</b> the securities supervisory organ of the State Council, shareholders of domestic shares of the Company may transfer the shares held by them to overseas investors or convert the domestic shares into overseas listed foreign shares and such shares may be listed and traded overseas. If the above shares are listed and traded on overseas stock exchanges, no voting in shareholders' <del>general</del> meeting or class meetings will be required, the regulatory procedures, provisions and requirements of the overseas stock markets shall also be complied with.</p> <p><del>After the conversion of domestic shares into overseas listed foreign shares, they shall be regarded as shares of the same class as the original overseas listed foreign shares.</del></p>
Article 19.	<p>Subject to the approval of the companies approving department authorized by the State Council, the total amount of ordinary shares that the Company may issue is at least 366,620,000 shares, not more than 384,620,000 shares (exercise the over allotment option of not more than 15%, amount to 132,000,000 shares), of which 246,620,000 shares, including 183,969,808 state-owned shares, were issued to the promoters of the Company at the time when the Company was established. According to State-owned Shares Lessening Temporary Regulations and other relevant laws, when issuing foreign shares, State-owned shares shall be reduced by 10% of total raising fund. After decreasing state-owned shares, an aggregate of 232,820,000 shares</p>	Article 20.	<p><del>Subject to the approval of the companies approving department authorized by the State Council, the total amount of ordinary shares that the Company may issue is at least 366,620,000 shares, not more than 384,620,000 shares (exercise the over allotment option of not more than 15%, amount to 132,000,000 shares), of which 246,620,000 shares, including 183,969,808 state owned shares, were issued to the promoters of the Company at the time when the Company was established. According to State owned Shares Lessening Temporary Regulations and other relevant laws, when issuing foreign shares, State owned shares shall be reduced by 10% of total raising fund. After decreasing state-owned shares, an aggregate of 232,820,000 shares</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>held by promoters (upon full exercise of the over allotment option of 15%) representing 60.53% of the total number of ordinary shares that may be issued by the Company.</p> <p>On the 12 October 2007, the Company placed additional 30,360,000 H shares offering (27,600,000 New H shares to be allotted and issued by the Company in connection with the Placing; and (2) 2,760,000 Sale H Shares to be converted from the same number of existing Domestic Shares held by Beijing Chaofu State-owned Assets Administration Company Limited and allocated to the National Social Security Fund Council of the PRC and approved to sell in accordance with the Existing Approvals and applicable PRC laws and regulations and issued as H Shares). After the 30,360,000 H shares listed in Stock Exchange and the completion of the Placing, the Company held 230,060,000 Domestic shares and 182,160,000 H shares.</p>		<p><del>held by promoters (upon full exercise of the over allotment option of 15%) representing 60.53% of the total number of ordinary shares that may be issued by the Company.</del></p> <p><del>On the 12 October 2007, the Company placed additional 30,360,000 H shares offering (27,600,000 New H shares to be allotted and issued by the Company in connection with the Placing; and (2) 2,760,000 Sale H Shares to be converted from the same number of existing Domestic Shares held by Beijing Chaofu State-owned Assets Administration Company Limited and allocated to the National Social Security Fund Council of the PRC and approved to sell in accordance with the Existing Approvals and applicable PRC laws and regulations and issued as H Shares). After the 30,360,000 H shares listed in Stock Exchange and the completion of the Placing, the Company held 230,060,000 Domestic shares and 182,160,000 H shares.</del></p> <p><b>As at the current date, the total number of shares issued by the Company is 412,220,000, of which 230,060,000 are Domestic shares and 182,160,000 are H shares. The par value of each share is RMB1.00.</b></p>

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Article 20.	<p>The structure of the share capital of the Company is as follows:</p> <p style="text-align: center;">par value of RMB1.00 per share</p> <table border="1" data-bbox="363 485 783 753"> <thead> <tr> <th>Type of share</th> <th>Total number of shares held</th> <th>Ratio (percentage approximately)</th> </tr> </thead> <tbody> <tr> <td>Domestic shares held by promoters</td> <td>193,476,709</td> <td>46.94</td> </tr> <tr> <td>Domestic shares held by other domestic shareholders</td> <td>36,583,291</td> <td>8.87</td> </tr> <tr> <td>H share held by foreign shareholders</td> <td>182,160,000</td> <td>44.19</td> </tr> <tr> <td>Share capital</td> <td>412,220,000</td> <td>100.00</td> </tr> </tbody> </table> <p>As at the current date, the shares held by the promoters is as follows:</p> <table border="1" data-bbox="363 878 783 1730"> <thead> <tr> <th>Promoter's name</th> <th>Total number of shares held</th> </tr> </thead> <tbody> <tr><td>Beijing Chaofu State-owned Assets Administration Company Limited</td><td>167,409,808</td></tr> <tr><td>Shanxi Trust Investment Company limited</td><td>0</td></tr> <tr><td>Beijing Gaoya Huali Kemao Company Limited</td><td>0</td></tr> <tr><td>Beijing Jiazeng Gongmao Company Limited</td><td>3,126,257</td></tr> <tr><td>Tianjin Jinganghua Jianzhu Art Decoration Work Company Limited</td><td>2,084,171</td></tr> <tr><td>Li Shunxiang</td><td>5,210,428</td></tr> <tr><td>Yang Baoqun</td><td>1,042,086</td></tr> <tr><td>Liu Yanli</td><td>2,396,797</td></tr> <tr><td>Xia Wensheng</td><td>0</td></tr> <tr><td>Gao Jiaqiang</td><td>2,084,171</td></tr> <tr><td>Gu Hanlin</td><td>797,203</td></tr> <tr><td>Wei Tingzhan</td><td>1,545,104</td></tr> <tr><td>Dai Jing</td><td>500,201</td></tr> <tr><td>Bai Xianrong</td><td>833,669</td></tr> <tr><td>Chen Limin</td><td>833,669</td></tr> <tr><td>Zhao Weili</td><td>917,035</td></tr> <tr><td>Li Jianwen</td><td>2,022,579</td></tr> <tr><td>Gao Jingsheng</td><td>833,669</td></tr> <tr><td>Tian 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			<p>The Company issued 246,620,000 ordinary shares with a par value of RMB1 per share to the promoters at the time when the Company was established, all of the shares were subscribed and held by the promoters of the Company. At the time of establishment, the shares subscribed by the promoters of the Company were as follows:</p> <table border="1" data-bbox="975 587 1390 1613"> <thead> <tr> <th data-bbox="975 587 1155 683">Promoter's name</th> <th data-bbox="1155 587 1246 683">Number of Shares Subscribed</th> <th data-bbox="1246 587 1390 683">Method of Capital Contribution</th> </tr> </thead> <tbody> <tr> <td data-bbox="975 683 1155 778">Beijing Chaofu State-owned Assets Administration Company Limited</td> <td data-bbox="1155 683 1246 778">183,969,808</td> <td data-bbox="1246 683 1390 778">Conversion of net assets</td> </tr> <tr> <td data-bbox="975 778 1155 842">Shanxi Trust Investment Company limited</td> <td data-bbox="1155 778 1246 842">26,635,710</td> <td data-bbox="1246 778 1390 842">Conversion of net assets</td> </tr> <tr> <td data-bbox="975 842 1155 906">Beijing Gaoya Huali Kemao Company Limited</td> <td data-bbox="1155 842 1246 906">5,210,428</td> <td data-bbox="1246 842 1390 906">Conversion of net 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Gao Jiaqiang	2,084,171	Conversion of net assets																																																																			
Gu Hanlin	1,417,237	Conversion of net assets																																																																			
Wei Tingzhan	1,417,237	Conversion of net assets																																																																			
Dai Jing	500,201	Conversion of net assets																																																																			
Bai Xianrong	833,669	Conversion of net assets																																																																			
Chen Limin	833,669	Conversion of net assets																																																																			
Zhao Weili	917,035	Conversion of net assets																																																																			
Li Jianwen	1,354,712	Conversion of net assets																																																																			
Gao Jingsheng	833,669	Conversion of net assets																																																																			
Tian Junying	500,201	Conversion of net assets																																																																			
Qu Xinhua	833,669	Conversion of net assets																																																																			
Li Chunyan	208,417	Conversion of net assets																																																																			

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 21.	<p>The Company’s board of directors may take all necessary action for the issuance of Overseas listed foreign shares and Domestic shares after proposals for issuance of the same have been approved by the securities authority of the State Council.</p> <p>The Company may implement its proposal to issue Overseas listed foreign shares and Domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the China Securities Regulatory Commission (the “CSRC”).</p>	Article 22.	<p>The Company’s board of directors may take all necessary action for the issuance of Overseas listed foreign shares and Domestic shares after proposals for issuance of the same have been approved by <b>or filed at</b> the securities authority of the State Council.</p> <p><del>The Company may implement its proposal to issue Overseas listed foreign shares and Domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the China Securities Regulatory Commission (the “CSRC”).</del></p>
Article 22.	<p>Where the total number of shares stated in the proposal for the issuance of shares includes Overseas listed foreign shares and Domestic shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the CSRC, be issued in separate offerings.</p>	Article 23.	<p>Where the total number of shares stated in the proposal for the issuance of shares includes Overseas listed foreign shares and Domestic shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval <b>or filing</b> of the CSRC, be issued in separate offerings.</p>
Article 24.	<p>The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Company’s Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <p>(1) by offering new shares for subscription by unspecified investors;</p> <p>(2) by issuing new shares to its existing shareholders;</p> <p>(3) by allotting bonus shares to its existing shareholders;</p> <p>(4) by any other means which is permitted by law and administrative regulation.</p>	Article 25.	<p>The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Company’s Articles of Association.</p> <p>The Company may increase its capital in the following ways:</p> <p><del>(1) by offering new shares for subscription by unspecified investors;</del></p> <p><del>(2) by issuing new shares to its existing shareholders;</del></p> <p><del>(3) by allotting bonus shares to its existing shareholders;</del></p> <p><del>(4) by any other means which is permitted by law and administrative regulation.</del></p> <p><b>(1) public offering of shares;</b></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Company's Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant PRC laws and administrative regulations.</p>		<p>(2) <b>non-public offering of shares;</b></p> <p>(3) <b>distributing new shares to existing shareholders;</b></p> <p>(4) <b>converting accumulation fund into share capital;</b></p> <p>(5) <b>other methods permitted by PRC laws, administrative regulations and the China Securities Regulatory Commission.</b></p> <p><del>After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Company's Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant PRC laws and administrative regulations.</del></p>
Article 25.	<p>Except as provided for by other provisions of law and administrative regulations, shares of the Company may be freely transferred without any right of lien.</p> <p>The following rules applied to company's H shares: Buyer and seller of shares are required to execute and present a Bought Note and a Sold Note to the company for approval. Documents shall be signed in person. If the seller or buyer is a share registrar or its broker, documents can be printed. All documents held by the company's legal address or designated address by the board.</p>	Article 26.	<p><del>Except as provided for by other provisions of law and administrative regulations, shares of the Company may be freely transferred without any right of lien.</del> <b>Shares of the Company may be transferred in accordance with the law.</b></p> <p>The following rules applied to company's H shares: Buyer and seller of shares are required to execute and present a Bought Note and a Sold Note to the company for approval. Documents shall be signed in person. If the seller or buyer is a share registrar or its broker, documents can be printed. All documents held by the company's legal address or designated address by the board.</p>
Article 26.	<p>According to the provisions of the Company's Articles of Association, the Company may reduce its registered capital.</p>	Article 27.	<p><del>According to the provisions of the Company's Articles of Association,</del> <b>The Company may reduce its registered capital. If the Company reduces its registered capital, it shall do so in accordance with the Company Law and other relevant provisions and the procedures provided for in the Articles of Association.</b></p>
Article 27.	<p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p>	Article 28.	<p>The Company <del>must</del> <b>shall</b> prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>The Company shall notify its creditors within ten (10) days of the date of the Company’s resolution for reduction of capital and shall publish an announcement in a newspaper at least three (3) times within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty five (45) days of the date of the first public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company’s registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p>		<p>The Company shall notify its creditors, <b>in accordance with the Company Law</b>, within ten (10) days of the date of the Company’s resolution for reduction of capital and shall publish an announcement in a newspaper <b>or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統)</b> <del>at least three (3) times</del> within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within forty five (45) days <del>of the date of the first</del> <b>from the date of the</b> public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p><del>The Company’s registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law. If the Company reduces its registered capital, it shall proportionally reduce the capital contributions or shares held by the shareholders, unless otherwise provided by the Company Law, or approved by the shareholder of the Company in the shareholders’ meeting.</del></p>
-	Newly-added	Article 29.	<p>If the Company faces a shortfall in covering losses in accordance with the provisions of paragraph 2 of Article 214 of the Company Law, it may reduce the registered capital to make up losses. The Company may neither make distributions to shareholders nor release them from obligation to pay capital contributions or pay for shares.</p> <p>If the Company reduces its registered capital according to the preceding paragraph, it is exempted from paragraph 2 of the Article 28. in this Articles of Association. However, the Company shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days after the shareholders’ meeting to reduce the registered capital.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>The Company may not distribute profit after a reduction of registered capital under the preceding paragraphs, before the cumulative amount of the statutory common reserve and discretionary common reserve reaches 50% of the Company's registered capital.</p>
<p>Article 28.</p>	<p>The Company may, according to the procedures set forth in these Articles and upon approval by the relevant governing authorities of the State, repurchase its issued shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) for the purpose of reducing its share capital;</li> <li>(2) merging with other companies that hold shares in the Company;</li> <li>(3) giving the shares for employee stock ownership plans or equity incentives;</li> <li>(4) shareholders who objected to resolutions on merger or division of the Company passed at a shareholders' general meeting and requested the Company to take up their shares;</li> <li>(5) converting the shares into the convertible corporate bonds issued by the listed company;</li> <li>(6) as necessary for the listed company to safeguard the company's value and shareholders' equity;</li> <li>(7) other circumstances permitted by law and administrative regulations.</li> </ol> <p>Where the Company needs to acquire its own shares for any of the reasons stipulated in (1) and/or (2) above, it shall be subject to a resolution of the shareholders' general meeting. Where the Company needs to acquire its own shares for any of the reasons stipulated in (3), (5) and/or (6) above, it shall pursuant to the requirements of these Articles or the mandate of the shareholders' general meeting, be resolved at a Board meeting that is attended by at least two-thirds of all directors.</p>	<p>Article 30.</p>	<p>The Company shall not purchase its own shares <del>except may, according to the procedures set forth in these Articles and upon approval by the relevant governing authorities of the State, repurchase its issued shares</del> under any of the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) for the purpose of reducing its registered share capital;</li> <li>(2) merging with other companies that hold shares in the Company;</li> <li>(3) giving the shares for employee stock ownership plans or equity incentives;</li> <li>(4) shareholders who objected to resolutions on merger or division of the Company passed at a shareholders' <del>general</del> meeting and requested the Company to take up their shares;</li> <li>(5) converting the shares into the convertible corporate bonds issued by the listed company;</li> <li>(6) as necessary for the listed company to safeguard the company's value and shareholders' equity.</li> <li><del>(7) other circumstances permitted by law and administrative regulations.</del></li> </ol> <p>Where the Company needs to acquire its own shares for any of the reasons stipulated in (1) and/or (2) above, it shall be subject to a resolution of the shareholders' <del>general</del> meeting. Where the Company needs to acquire its own shares for any of the reasons stipulated in (3), (5) and/or (6) above, it shall pursuant to the requirements of these Articles or the mandate of the shareholders' <del>general</del> meeting,</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>be resolved at a Board meeting that is attended by at least two-thirds of all directors.</p> <p>After purchasing its own shares pursuant to the provisions of the first paragraph of article 30, the Company shall, under the circumstance set forth in subparagraph (1), cancel them within 10 days after the purchase; while under the circumstances set forth in either subparagraph (2) or (4), transfer or cancel them within six months; and while under the circumstances set forth in subparagraph (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or canceled within three years.</p>
Article 29.	<p>The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <p>(1) by making a general offer for the repurchase of shares to all its shareholders on a pro rata basis;</p> <p>(2) by repurchasing shares through public dealing on a stock exchange;</p> <p>(3) by repurchasing shares outside of the stock exchange by means of an agreement.</p> <p>The method of public and centralized transaction shall be adopted when the Company needs to acquire its shares for any of the reasons stipulated in (3), (5) and/or (6) of Article 28 of the Articles of Association.</p>	-	Deleted
Article 30.	<p>The Company must obtain the prior approval of the shareholders in a general meeting (in the manner stipulated in the Company's Articles of Association) before it can repurchase shares outside of the stock exchange by means of an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), release, vary or waive its rights under an agreement which has been so entered into.</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>An agreement for the repurchase shares referred to in the preceding paragraph includes (but is not limited to) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</p> <p>The Company may not assign an agreement for the repurchase of its shares or any right contained in such an agreement.</p>		
Article 31.	<p>After the Company has acquired its shares according to the above provision, the same shall be cancelled within 10 days from the date of acquisition in the event of (1) of Article 28. In the event of (2) or (4), and the same shall be transferred or cancelled within 6 months; in the event of (3), (5) and/or (6), the total number of shares held by the Company shall not exceed 10% of its total issued shares, and such shares shall be transferred or cancelled within 3 years.</p> <p>The Company shall apply to the original company registration authority for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.</p>	Article 31.	<p><del>After the Company has acquired its shares according to the above provision, the same shall be cancelled within 10 days from the date of acquisition in the event of (1) of Article 28. In the event of (2) or (4), and the same shall be transferred or cancelled within 6 months; in the event of (3), (5) and/or (6), the total number of shares held by the Company shall not exceed 10% of its total issued shares, and such shares shall be transferred or cancelled within 3 years.</del></p> <p>The Company shall apply to the original company registration authority for registration of the change in its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.</p>
Article 32.	<p>Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its issued shares:</p> <p>(1) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a new issue of shares made for that purpose;</p> <p>(2) where the Company repurchases shares of the Company at a premium to its par value, payment up to the par value may be made out of the book surplus distributable profits of the Company or out of the</p>	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>proceeds of a new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(i) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;</p> <p>(ii) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's capital common reserve fund account (including the premiums on the new issue) at the time of the repurchase;</p> <p>(3) the Company shall make the following payments out of the Company's distributable profits:</p> <p>(i) expenses incurred for the acquisition of the right to repurchase its own shares;</p> <p>(ii) expenses incurred for modification of any contract for the repurchase of its shares;</p> <p>(iii) payment for the release of its obligation(s) under any contract for the repurchase of its shares;</p> <p>(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's capital common reserve fund account.</p>		
Article 33.	The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire	Article 32.	<del>The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire</del>



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company (the “Obligor”).</p> <p>The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such Obligor.</p> <p>This Article shall not apply to the circumstances specified in Article 35.</p>		<p><del>shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company (the “Obligor”).</del></p> <p><del>The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such Obligor.</del></p> <p><del>This Article shall not apply to the circumstances specified in Article 35.</del></p> <p>The Company shall not provide gifts, loans, guarantees, or other financial assistance for another person to acquire shares of the Company or its parent company, unless the Company implements an employee stock ownership plan. For the benefit of the Company, the Company may provide financial assistance for another person to acquire shares of the Company or its parent company, under a resolution of the shareholders’ meeting, or under a resolution adopted by the board of directors in accordance with the Company’s Articles of Association or under the authority of the shareholders’ meeting, provided that the cumulative total of financial assistance shall not exceed 10% of the total issued share capital. The resolution adopted by the board of directors shall be approved by more than two-thirds of all directors.</p> <p>If any loss is caused to the Company by violating the provisions of the preceding two paragraphs, the responsible directors and senior managers shall be liable for compensation.</p>
Article 34.	<p>For the purposes of this Chapter, “financial assistance” includes (without limitation) the following:</p> <p>(1) gift;</p>	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>(2) guarantee (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), compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights;</p> <p>(3) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or agreement; financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company's net assets.</p> <p>(4) any other form of financial assistance given 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 purposes of this Chapter, "assumption of obligations" includes the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in its financial position.</p>		
Article 35.	<p>The following actions shall not be deemed to be activities prohibited by Article 33 of this Chapter:</p> <p>(1) 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 in the Company, or the giving of the financial assistance is an incidental part of some larger purpose of the Company;</p> <p>(2) the lawful distribution of the Company's assets by way of dividend;</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(3) the allotment of bonus shares as dividends;</p> <p>(4) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the share capital structure of the Company effected in accordance with the Company’s Articles of Association;</p> <p>(5) the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits);</p> <p>(6) contributions made by the Company to employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits).</p>		
Article 36.	<p>The Share certificates of the Company shall be in registered form.</p> <p>Share certificates shall, other than the matters specified by the Company Law, also contain other items required to be contained therein by the stock exchange where the shares of the Company are listed.</p>	Article 33.	<p>The Share certificates of the Company shall be in registered form.</p> <p><del>Share certificates shall, other than the matters specified by the Company Law, also contain other items required to be contained therein by the stock exchange where the shares of the Company are listed.</del></p>
Article 37.	<p>Share certificates of the Company shall be signed by the Chairman of the Company’s board of directors. Where the stock exchange(s) on which the Company’s shares are listed require other senior officer(s) of the Company to sign on the share certificates, the share certificates shall also be signed by such senior officer(s). The share certificates shall take effect after being imprinted with the seal of the Company. The share certificate shall be imprinted with the seal of the Company or the seal of the Company for securities under the authorization of the board of directors. The signatures of the</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	Chairman of the board of directors or other senior officer(s) of the Company may be printed in mechanical form.		
Article 38.	<p>The Company shall keep a register of shareholders which shall contain the following particulars:</p> <p>(1) the name (title) and address (residence), the occupation or nature of each shareholder;</p> <p>(2) the class and quantity of shares held by each shareholder;</p> <p>(3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</p> <p>(4) the share certificate number(s) of the shares held by each shareholder;</p> <p>(5) the date on which each share was acquired in the Register;</p> <p>(6) the date on which each person is registered as a shareholder;</p> <p>(7) the date on which any shareholder ceases to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>	Article 34.	<p><del>The Company shall keep a register of shareholders which shall contain the following particulars:</del></p> <p><del>(1) the name (title) and address (residence), the occupation or nature of each shareholder;</del></p> <p><del>(2) the class and quantity of shares held by each shareholder;</del></p> <p><del>(3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</del></p> <p><del>(4) the share certificate number(s) of the shares held by each shareholder;</del></p> <p><del>(5) the date on which each share was acquired in the Register;</del></p> <p><del>(6) the date on which each person is registered as a shareholder;</del></p> <p><del>(7) the date on which any shareholder ceases to be a shareholder.</del></p> <p><b>The Company shall establish a register of shareholders based on the certificates provided by the securities registrar.</b></p> <p><del>Unless there is evidence to the contrary, the</del> register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>
-	Newly-added	Article 35.	<p><b>Where laws, administrative regulations, the securities regulatory body under The State Council or the listing rules of the place where the Company is listed stipulate that the register of shareholders shall not be changed before the shareholders' meeting or the date before which the Company decides to distribute dividends, such provisions shall prevail.</b></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 39.	<p>The Company may, in accordance with the mutual understanding and agreements made between the securities authority of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of Overseas listed foreign shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register for holders of Overseas listed foreign shares listed in Hong Kong (“register of H shareholders”) shall be maintained in Hong Kong. The Company may keep the register of H shareholders in PRC and Hong Kong for the register H shares (including the shares reduced by state-owned shares) of any Placing and transfer (including any allotment with condition and transfer).</p> <p>A duplicate register of shareholders for the holders of Overseas listed foreign shares (and the register of shareholders mentioned in item 3 of Article 40) shall be maintained at the Company’s residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times. If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas listed foreign shares, the original register of shareholders shall prevail.</p> <p>When the original and duplicate of the register of holders of foreign investment shares listed outside the PRC are inconsistent, the original shall prevail.</p>	Article 36.	<p>The Company may, in accordance with the mutual understanding and agreements made between the securities authority of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of Overseas listed foreign shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register for holders of Overseas listed foreign shares listed in Hong Kong (“register of H shareholders”) shall be maintained in Hong Kong. <del>The Company may keep the register of H shareholders in PRC and Hong Kong for the register H shares (including the shares reduced by state-owned shares) of any Placing and transfer (including any allotment with condition and transfer).</del></p> <p><del>A duplicate register of shareholders for the holders of Overseas listed foreign shares (and the register of shareholders mentioned in item 3 of Article 40) shall be maintained at the Company’s residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times. If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas listed foreign shares, the original register of shareholders shall prevail.</del></p> <p><del>When the original and duplicate of the register of holders of foreign investment shares listed outside the PRC are inconsistent, the original shall prevail.</del></p> <p><b>In case of any inconsistency between the records in the original and the duplicate copies of the H-share shareholders’ register, the original shall prevail. The register of H-share members must be available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).</b></p>

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

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			Any member whose name is entered in the Register of Members or any person who requests his name (s) to be entered in the Register of Members may apply to the Company for a replacement issue of new share certificates in respect of his shares (hereinafter referred to as the “relevant shares”) if his share certificates (hereinafter referred to as the “original share certificates”) are lost. Where a shareholder of unlisted shares loses his share certificates and applies for replacement, it shall be handled in accordance with the relevant provisions of the Company Law. Where a shareholder of Overseas listed foreign shares loses his share certificates and applies for replacement, it may be handled in accordance with the laws of the place where the original register of H-share shareholders is kept, the rules of the stock exchange or other relevant regulations.
Article 40.	The Company shall have a complete register of shareholders which shall comprise of the following parts:  (1) the register of shareholders which is maintained at the Company’s residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article);  (2) the register of shareholders in respect of the holders of Overseas listed foreign shares of the Company which is maintained in the same place as the overseas stock exchange on which the shares are listed; and  (3) the register of shareholders which are maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company’s shares.	–	Deleted
Article 42.	Where laws, administrative regulations, departmental rules, normative documents and requirements of relevant stock exchanges or regulatory authorities at the place where the shares of the Company are listed impose requirements on the timeline of the	–	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	closure of register of shareholders prior to the date of a shareholders' general meeting or before the record date for the Company's distribution of dividends, such provisions shall prevail.		
Article 44.	Any person aggrieved and claiming to be entitled to have his name (title) entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.	-	Deleted
Article 45.	<p>Any person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").</p> <p>Application by a holder of Domestic shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 143 of the Company Law.</p> <p>Application by a holder of Overseas-Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of holders of Overseas listed foreign shares is maintained, the rules of the stock exchange or other relevant regulations.</p> <p>The issue of a replacement share certificate to a holder of H Shares, who has lost his share certificate, shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, stating the grounds upon which the application is made, the circumstances and evidence of the loss; and</p>	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>declaring that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the board of directors.</p> <p>(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.</p> <p>In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p> <p>(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not have received any challenge from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p>		



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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p> <p>(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable security is provided by the applicant therefore.</p> <p>Where power is taken to issue share warrants to bearer, which no new share warrant shall be issued to replace one that has been lost, unless the issuer is satisfied beyond reasonable doubt that the original has been destroyed.</p>		
Article 46.	Where the Company issues a replacement share certificate pursuant to the Company's Articles of Association and a bona fide purchaser acquires or becomes the registered owner of such shares, his name (title) shall not be removed from the register of shareholders.	-	Deleted
Article 47.	The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a deceitful manner.	-	Deleted
Article 48.	<p>A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p>	Article 39.	<p>A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>Regarding to H shareholders of the company, shares may be jointly held by two(2) or more persons. They shall be treated as joint holders and limited by the following rules::</p> <p>(1) The company must not register more than 4 persons as joint holders of shares;</p> <p>(2) Any joint shareholder shall individually and jointly take the liability of unpaid amount;</p> <p>(3) In the case of the joint shareholders, if one of the joint shareholders is deceased, only the other existing shareholders of the joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. The board of directors, however, may require the other existing shareholders to provide a certificate of death as necessary for the purpose of modifying the register of shareholders;</p> <p>(4) any of the joint shareholders of the shares, only the joint shareholders ranking first in the register of shareholders have the right to accept certificates of the relevant shares, receive notices of the Company, attend and vote at shareholders’ general meetings of the Company. Any notice which is delivered to the shareholder shall be deemed to be delivered to all the joint shareholders of the relevant shares.</p> <p>When legal person act as company’s shareholder, its legal representative or proxy of it or (if shareholder is a recognized registrar (or designated other person) (called “recognized registrar” below)) recognized registrar or its proxy to exercise its rights.</p> <p>No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the company.</p> <p>That where power is taken to sell the shares of a member who is untraceable it will not be exercised unless:</p>		<p>Regarding to H shareholders of the company, shares may be jointly held by two(2) or more persons. They shall be treated as joint holders and limited by the following rules:+</p> <p>(1) The company must not register more than 4 persons as joint holders of shares;</p> <p>(2) Any joint shareholder shall individually and jointly take the liability of unpaid amount;</p> <p>(3) In the case of the joint shareholders, if one of the joint shareholders is deceased, only the other existing shareholders of the joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. The board of directors, however, may require the other existing shareholders to provide a certificate of death as necessary for the purpose of modifying the register of shareholders;</p> <p>(4) any of the joint shareholders of the shares, only the joint shareholders ranking first in the register of shareholders have the right to accept certificates of the relevant shares, receive notices of the Company, attend and vote at shareholders’ <del>general</del> meetings of the Company. Any notice which is delivered to the shareholder shall be deemed to be delivered to all the joint shareholders of the relevant shares.</p> <p>When legal person act as company’s shareholder, its legal representative or proxy of it or (if shareholder is a recognized registrar (or designated other person) (called “recognized registrar” below)) recognized registrar or its proxy to exercise its rights.</p> <p>No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the company.</p> <p>That where power is taken to sell the shares of a member who is untraceable it will not be exercised unless:</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(a) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(b) on expiry of the 12 years the issuer gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Exchange of such intention.</p>		<p>(a) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(b) on expiry of the 12 years the issuer gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Exchange of such intention.</p>
Article 49.	<p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend shareholders' general meetings and to vote thereat;</p> <p>(3) the right of supervisory management over the Company's business operations and the right to present proposals or to raise queries;</p> <p>(4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Company's Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Company's Articles of Association, including:</p> <p>(i) the right to obtain a copy of the Company's Articles of Association, subject to payment of costs;</p>	Article 40.	<p>Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend shareholders' <del>general</del> meetings and to vote thereat;</p> <p>(3) <del>the right of supervisory management over the Company's business operations and</del> the right to present proposals or to raise queries <b>to the Company;</b></p> <p>(4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Company's Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Company's Articles of Association, including:</p> <p>(i) <del>the right to obtain a copy of the Company's Articles of Association, subject to payment of costs;</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(ii) subject to payment of a reasonable fee, the right to inspect and copy in the registered office and the place of business in Hong Kong of the Company;</p> <p>(a) all parts of the register of shareholders;</p> <p>(b) personal particulars of each of the Company's directors, supervisors, general manager and other senior officers, including:</p> <p>(aa) present and former name and alias;</p> <p>(bb) principal address (place of residence);</p> <p>(cc) nationality;</p> <p>(dd) primary and all other concurrent occupations and duties;</p> <p>(ee) identification documents and the numbers thereof;</p> <p>(c) report on the state of the Company's share capital;</p> <p>(d) reports showing the aggregate par value, quantity, highest and lowest 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 paid by the Company for this purpose;</p> <p>(e) minutes of shareholders' meetings;</p> <p>(aa) the minute of ordinary resolution; and (bb) the special resolution.</p> <p>(f) resolutions of board meetings;</p> <p>(g) resolutions of meetings of the Board of Supervisors;</p>		<p><del>(ii) subject to payment of a reasonable fee, the right to inspect and copy in the registered office and the place of business in Hong Kong of the Company;</del></p> <p><del>(a) all parts of the register of shareholders;</del></p> <p><del>(b) personal particulars of each of the Company's directors, supervisors, general manager and other senior officers, including:</del></p> <p><del>(aa) present and former name and alias;</del></p> <p><del>(bb) principal address (place of residence);</del></p> <p><del>(cc) nationality;</del></p> <p><del>(dd) primary and all other concurrent occupations and duties;</del></p> <p><del>(ee) identification documents and the numbers thereof;</del></p> <p><del>(e) report on the state of the Company's share capital;</del></p> <p><del>(d) reports showing the aggregate par value, quantity, highest and lowest 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 paid by the Company for this purpose;</del></p> <p><del>(e) minutes of shareholders' meetings;</del></p> <p><del>(aa) the minute of ordinary resolution; and (bb) the special resolution.</del></p> <p><del>(f) resolutions of board meetings;</del></p> <p><del>(g) resolutions of meetings of the Board of Supervisors;</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(h) financial and accounting reports(Including the attached files: such as Director’s report, Auditors report and Supervisory committee’s report.);</p> <p>(i). counterfoils of the bonds; and (j) a copy of latest annual report which submitted to national administration for industry and commerce or other administrations.</p> <p>The Company shall allow public to review and copy those documents(after paying correct fees) aforementioned in (a), (c), (d), (e)-(bb),(h) and(j) in its business location in Hong Kong, and allow shareholders to review and copy documents(after paying correct fees) aforementioned in (e)-(aa).</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and the Company’s Articles of Association.</p>		<p><del>(h) financial and accounting reports(Including the attached files: such as Director’s report, Auditors report and Supervisory committee’s report.);</del></p> <p><del>(i). counterfoils of the bonds; and (j) a copy of latest annual report which submitted to national administration for industry and commerce or other administrations.</del></p> <p><del>The Company shall allow public to review and copy those documents(after paying correct fees) aforementioned in (a), (c), (d), (e) (bb),(h) and(j) in its business location in Hong Kong, and allow shareholders to review and copy documents(after paying correct fees) aforementioned in (e) (aa).</del></p> <p>①The shareholders shall be entitled to review and make copies of the Company’s Articles of Association, the register of the shareholders, the minutes of shareholders’ meetings, the minutes of the meetings of the board of directors and the financial reports, and may put forward suggestions or raise inquiries about the business operations of the Company;</p> <p>②If shareholders who individually or aggregate hold more than 3% of the Company’s shares for 180 consecutive days or more requests for review of the accounting books and accounting vouchers of the Company, they shall submit a written request to the Company stating the purpose. If the Company, has reasonable grounds to believe that the shareholder’s requests to review the accounting books and accounting vouchers has improper purposes and may impair the legitimate interests of the Company, it may reject the request of the shareholder to review the books and shall, within 15 days from the shareholder’s written request, respond to the shareholder in writing, which shall include an explanation. If the Company rejects the request of any shareholder to review the accounting books, the shareholder may initiate proceedings in the people’s court. The shareholder may retain an accounting firm, a</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>law firm, or other intermediaries to review the materials specified in the preceding paragraph. The shareholder and the accounting firm, law firm, or other intermediaries retained by it shall comply with the provisions of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy, personal information etc., when reviewing and duplicating the relevant material;</p> <p>③If a shareholder requests for a review or reproduction of the relevant materials of the company’s wholly-owned subsidiaries, the provisions of the preceding two paragraphs shall apply;</p> <p>④If a shareholder of the Company requests for a review or reproduction of the relevant materials, the shareholder shall comply with the Securities Law of the People’s Republic of China and other laws and administrative regulations.</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and the Company’s Articles of Association.</p>
Article 50.	<p>Holders of ordinary shares of the Company shall have the following obligations:</p> <p>(1) to abide by the Articles of Association of the Company;</p> <p>(2) to pay subscription fees on the basis of the shares subscribed by them and the method of capital injection, and;</p>	Article 41.	<p>Holders of ordinary shares of the Company shall have the following obligations:</p> <p>(1) to abide by the Articles of Association of the Company;</p> <p>(2) to pay subscription fees on the basis of the shares subscribed by them and the method of capital injection, and;</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(3) other obligations imposed by laws, administrative regulations and the Company's Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.</p>		<p>(3) other obligations imposed by laws, administrative regulations and the Company's Articles of Association.</p> <p><del>Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.</del></p>
-	CHAPTER 8: DUTIES OF CONTROLLING SHAREHOLDER TO OTHER SHAREHOLDERS	-	Deleted
Article 51.	<p>In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director or supervisor (for such director's or supervisor's own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</p> <p>(3) to approve the expropriation by a director or supervisor (for such director's or supervisor's own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights (save pursuant to a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Company's Articles of Association).</p>	-	Deleted
Article 52.	The Company and the controlling shareholder shall operate separately and assume duty and risk independently. The controlling shareholder shall exercise its right via general meeting. The Company's corporate structure such as board meeting, managers, financial department, and	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>marketing department shall be independent from controlling shareholder. The Company's corporate structure shall not adhere to controlling shareholder's relevant departments. The Company's corporate structure shall free from controlling shareholder's orders.</p> <p>The Company's major decisions are decided by general meeting and the board meeting. The Controlling shareholder shall not interfere with company's operation and harm interest of company and other shareholders.</p>		
Article 53.	<p>Proxy of the Company's national legal person's share shall present at the general meeting and exercise its right. Any shareholder or its proxy is prohibited from interfering operational management of the company without general meeting's approval. Without general meeting's approval, appointing\disqualifying senior management and resolution of the general meeting or board meeting are also prohibited.</p>	-	Deleted
Article 54.	<p>For the purposes of the preceding Article, the term "controlling shareholder" shall refer to a person who satisfies any of the following conditions:</p> <p>(1) a person who hold the shares more than 50 percent of the total issued shares of the Company;</p> <p>(2) a person who hold the shares not more than 50 percent of the total issued shares of the Company, but the voting power of the shares held have great influence on the resolution of the general meeting of the Company;</p> <p>(3) a person who, acting alone or in concert with others, has the power to elect more than half of the board of directors;</p> <p>(4) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30 % or more of the voting rights in the Company;</p>	-	Deleted



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(5) a person who, acting alone or in concert with others, holds 30 % or more of the issued and outstanding shares of the Company;</p> <p>(6) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.</p>		
-	CHAPTER 9: SHAREHOLDERS' GENERAL MEETINGS	-	CHAPTER <del>9</del> 8: SHAREHOLDERS' <del>GENERAL</del> MEETINGS
Article 55.	The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.	Article 42.	The shareholders' <del>general</del> meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law.
Article 56.	<p>The shareholders' general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's operational policies and investment plans;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors who represent the shareholders and to decide on matters relating to the remuneration of supervisors;</p> <p>(4) to examine and approve the board of directors' reports;</p> <p>(5) to examine and approve the supervisory committee's reports;</p> <p>(6) to examine and approve the Company's proposed preliminary and final annual financial budgets;</p> <p>(7) to examine and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(8) to decide on the increase or reduction of the Company's registered capital;</p> <p>(9) to decide on matters such as material purchase or sale, merger, division, dissolution and liquidation of the Company;</p>	Article 43.	<p>The shareholders' <del>general</del> meeting shall have the following functions and powers:</p> <p><del>(1) to decide on the Company's operational policies and investment plans;</del></p> <p>(1)<del>(2)</del> to elect and replace directors and to decide on matters relating to the remuneration of directors;</p> <p><del>(3) to elect and replace supervisors who represent the shareholders and to decide on matters relating to the remuneration of supervisors;</del></p> <p>(2)<del>(4)</del> to examine and approve the board of directors' reports;</p> <p><del>(5) to examine and approve the supervisory committee's reports;</del></p> <p><del>(6) to examine and approve the Company's proposed preliminary and final annual financial budgets;</del></p> <p>(3)<del>(7)</del> to examine and approve the Company's profit distribution plans and loss recovery plans;</p> <p>(4)<del>(8)</del> to decide on the increase or reduction of the Company's registered capital;</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(10) to decide on the issue of debentures by the Company;</p> <p>(11) to decide on the appointment, dismissal and non-reappointment of the accountants of the Company;</p> <p>(12) to amend the Company’s Articles of Association;</p> <p>(13) to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;</p> <p>(14) to decide on other matters which, according to law, administrative regulation or the Company’s Articles of Association, need to be approved by shareholders in general meetings;</p> <p>If company issue preference share, it shall comply with relevant law and regulations, powers and duties of preference shareholders shall be defined by general meeting. At which that adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.</p>		<p><del>(5)(9)</del> to decide on matters such as material purchase or sale, merger, division, dissolution and liquidation of the Company;</p> <p><del>(6)(10)</del> to decide on the issue of debentures by the Company;</p> <p><del>(7)(11)</del> to decide on the appointment, dismissal and non-reappointment of the accountants of the Company;</p> <p><del>(8)(12)</del> to amend the Company’s Articles of Association;</p> <p><del>(9)(13)</del> to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company;</p> <p><del>(10)(14)</del> to decide on other matters which, according to law, administrative regulation or the Company’s Articles of Association, need to be approved by shareholders in <del>general</del> <b>the shareholders’</b> meetings;.</p> <p><b>The shareholders’ meeting may authorize the board of directors to adopt resolutions on the issuance of corporate bonds.</b></p> <p><del>If company issue preference share, it shall comply with relevant law and regulations, powers and duties of preference shareholders shall be defined by general meeting. At which that adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.</del></p>
Article 57.	The Company shall not, without the prior approval of shareholders in a general meeting, enter into any contract with any person (other than a director, supervisor, general manager and other senior officers) pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company’s business.	–	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 58.	<p>Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events:</p> <p>(1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Company's Articles of Association;</p> <p>(2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</p> <p>(3) where shareholder(s) holding 10 % or more of the Company's issued and outstanding voting shares request(s) in writing for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary or the supervisory committee so requests;</p> <p>(5) whenever two or more independent directors so request.</p>	Article 44.	<p>Shareholders' <del>general</del> meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' <del>general</del> meetings shall be convened by the board of directors. Annual general meetings are held once every year and within six (6) months from the end of the preceding financial year.</p> <p>The board of directors shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events:</p> <p>(1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Company's Articles of Association;</p> <p>(2) where the unrecovered losses of the Company amount to one-third of the total amount of its share capital;</p> <p>(3) where shareholder(s) holding 10 % or more of the Company's issued and outstanding voting shares request(s) <del>in writing</del> for the convening of an extraordinary general meeting;</p> <p>(4) whenever the board of directors deems necessary; <del>or the supervisory committee so requests;</del></p> <p><del>(5) whenever two or more independent directors so request.</del></p> <p><b>(5) the audit committee of the Company so request;</b></p> <p><b>(6) other circumstances stipulated in these Articles of Association.</b></p>
Article 59.	<p>When the Company convenes a shareholders' general meeting, a notice notifying shareholders of the time, location of the meeting and the matters to be considered shall be issued; in respect of the convening of an annual general meeting, twenty (20) days prior to the meeting; and in respect of the convening of an extraordinary general meeting of</p>	Article 45.	<p>When the Company convenes a shareholders' <del>general</del> meeting, a notice notifying shareholders of the time, location of the meeting and the matters to be considered shall be issued; in respect of the convening of an annual general meeting, twenty (20) days prior to the meeting; and in respect of the convening of an extraordinary general meeting of</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	shareholders, fifteen (15) days prior to the meeting. Notice of calculation time, should not include the day of the meeting and the day which notice is dispatched. The day which the notice to Overseas listed foreign shares mentioned in the article is dispatched is the day of the Company or the shares registries the Company appoint post the notice.		<del>shareholders, fifteen (15) days prior to the meeting. Notice of calculation time, should not include the day of the meeting and the day which notice is dispatched. The day which the notice to Overseas listed foreign shares mentioned in the article is dispatched is the day of the Company or the shares registries the Company appoint post the notice.</del>
Article 60.	Whenever the Company convenes a general meeting, shareholder(s) individually or collectively holding 3% or more of the voting shares of the Company shall have the right to propose new motions to the general meeting by submitting the same to the convener in writing. The Company shall include in the agenda for the meeting the matters in the motions that fall within the scope of duties of the shareholders' general meeting.	Article 46.	Whenever the Company convenes a <b>shareholders' general</b> meeting, shareholder(s) individually or collectively holding <b>13%</b> or more of the voting shares of the Company <b>may put forward a written additional proposal to the board of directors 10 days before a shareholders' meeting is held. The additional proposal shall contain a clear topic for discussion and specific matters to be resolved. The board of directors shall notify the other shareholders within two days after receiving the additional proposal, and submit the additional proposal for review at the shareholders' meeting, unless the additional proposal violates the provisions of laws, administrative regulations, or the Company's Articles of Association, or does not fall within the scope of the shareholders' meeting.</b> <del>shall have the right to propose new motions to the general meeting by submitting the same to the convener in writing. The Company shall include in the agenda for the meeting the matters in the motions that fall within the scope of duties of the shareholders' general meeting.</del>
-	Newly-added	Article 47.	After the notice of the shareholders' meeting is issued, the resolutions listed in the notice of the shareholders' meeting shall not be cancelled, but the convener of the shareholders' meeting has the right to postpone the shareholders' meeting and make an announcement and explain the reasons at least two working days before the original date of the meeting subject to compliance with relevant laws and regulations, the Listing Rules and the provisions of the Articles of Association.

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 61.	The general meeting shall not decide on any matter not stated in the notice mentioned in article 59 and 60, and the agenda for the meeting.	Article 48.	The <del>shareholders' general</del> meeting shall not decide on any matter not stated in the notice mentioned in article <del>4559</del> and <del>4660</del> , and the agenda for the meeting.
Article 62.	<p>A notice of a meeting of the shareholders of the Company shall satisfy the following criteria:</p> <p>(1) be in writing;</p> <p>(2) specify the place, date and time of the meeting;</p> <p>(3) state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</p> <p>(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;</p> <p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;</p>	Article 49.	<p>A notice of <del>a meeting of the shareholders of the Company</del> <b>the shareholders' meeting</b> shall satisfy the following criteria:</p> <p>(1) be <b>made by way of announcement in writing</b>;</p> <p>(2) specify the <b>time and place</b>, <del>date and time</del> of the meeting;</p> <p>(3) <del>state</del> the matters to be <b>considered-discussed at the meeting</b>;</p> <p>(4) <b>other requirements that should be met in accordance with laws, regulations, Listing Rules, etc.</b> <del>provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</del></p> <p>(5) <del>contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager and other senior officers in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;</del></p> <p>(6) <del>contain the full text of any special resolution to be proposed at the meeting;</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	(8) specify the time and place for lodging proxy forms for the relevant meeting.		<p><del>(7) contain a conspicuous statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder;</del></p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>
Article 63.	<p>Except the stipulations under the relevant laws, regulations and the listing rules of the place of listing of the Company, and the Company's article of association, notice of shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders.</p> <p>For the public holders of Domestic shares, notice of the meetings may also be issued by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one (1) or more national newspapers designated by the securities authority of the State Council within the interval of twenty (20) days to twenty five (25) days before the convening of an annual general meeting, or fifteen (15) days to twenty (20) days before the convening of an extraordinary general meeting; after the publication of such announcement, the holders of Domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	-	Deleted
Article 64.	The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.	Article 50.	<p><b>If the procedures for calling a shareholders' meeting or meeting of the board of directors, or the voting form, is in violation of any law, administrative regulation or the bylaw, or if a resolution is in violation of the bylaw of the company, the shareholders may, within 60 days from the day when the resolution is made, request the people's court to revoke it, unless the procedures or the voting form contains a minor defect without a substantial impact on the resolution.</b></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>Shareholders who have not been notified to attend the shareholders' meeting may apply to the people's court for revocation within sixty days from the date they knew or should have known of the passing of the resolution of the shareholders' meeting; if the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.</p> <p><del>The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted thereat.</del></p>
Article 65.	<p>Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <ol style="list-style-type: none"> <li>(1) the shareholders' right to speak at the meeting;</li> <li>(2) the right to demand or join in demanding a poll;</li> <li>(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll.</li> </ol>	Article 51.	<p>Any shareholder who is entitled to attend and vote at a <del>shareholders' general</del> meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder:</p> <ol style="list-style-type: none"> <li>(1) the shareholders' right to speak at the meeting;</li> <li>(2) the right to demand or join in demanding a poll;</li> <li>(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll.</li> </ol>
Article 67.	<p>The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before</p>	Article 53.	<p>The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at the residence of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor. If the shareholder is the recognized clearing house (or its attorney) as defined under the relevant laws and regulations of the place in which the Company's securities are listed, such shareholder is entitled to appoint Corporate Representative or one or more persons as his proxies to attend on his behalf to attend a general meeting or at any class meeting or creditors meetings, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is the individual shareholder of the Company.</p>		<p>the time for holding the meeting at which the proxy propose to vote or the time appointed for the passing of the resolution.</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any <del>meeting of shareholders</del> <b>shareholders' meeting</b> of the Company as a representative of the appointor. If the shareholder is the recognized clearing house (or its attorney) as defined under the relevant laws and regulations of the place in which the Company's securities are listed, such shareholder is entitled to appoint Corporate Representative or one or more persons as his proxies to attend on his behalf to attend a <del>general</del> <b>shareholders'</b> meeting or at any class meeting or creditors meetings, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is the individual shareholder of the Company.</p>
Article 68.	<p>Any form issued to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions, such instructions being given in respect of each individual matter to be voted on at the meeting. Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.</p>	Article 54.	<p>Any form issued to a shareholder by the directors for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions, such instructions being given in respect of each individual matter to be voted on at the meeting. <del>Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.</del></p> <p><b>A shareholder that appoints a proxy to attend a shareholders' meeting shall specify the matters in which the proxy will act, the authority, and the period. The proxy shall present a shareholder's proxy form to the Company, and exercise his voting rights within the scope of the proxy form.</b></p>
Article 69.	A vote given in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of	-	Deleted



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of such matters before the commencement of the relevant meeting.		
Article 70.	<p>Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p>A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p>	Article 55.	<p>Resolutions of shareholders' <del>general</del> meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution must be passed by votes representing more than <del>one</del> half of the voting rights represented by the shareholders (including proxies) present at the <b>shareholders'</b> meeting.</p> <p>A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the <b>shareholders'</b> meeting.</p>
Article 71.	<p>When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting rights that they represent. Each share shall carry one voting right. That, where any shareholder is, under these Exchange Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. Shareholders shall comply with such requirement or restriction annex to share's voting right and relevant law and regulations and this article.</p> <p>Shares held by the company have no voting right.</p>	Article 56.	<p><b>Shares held by the company have no voting right.</b></p> <p><del>When shareholders (including proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting rights that they represent. Each share shall carry one voting right. That, where</del><b>Where</b> any shareholder is, under <del>these Exchange</del><b>the</b> Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. Shareholders shall comply with such requirement or restriction annex to share's voting right and relevant law and regulations and this article.</p> <p><del>Shares held by the company have no voting right.</del></p>
Article 72.	<p>At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded:</p> <p>(1) by the chairman of the meeting;</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(2) by at least two (2) shareholders present in person or by proxy entitled to vote thereat;</p> <p>(3) by one (1) or more shareholders (including proxies) representing 10% or more of shares (held solely or in combination) carrying the right to vote at the meeting, before or after a vote is carried out by a show of hands.</p> <p>Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>		
Article 73.	A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.	-	Deleted
Article 74.	On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes need not cast all his votes in the same way.	-	Deleted
Article 75.	In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.	Article 57.	<p><del>In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.</del></p> <p><b>When a shareholder attends the shareholders' meeting, he shall have one voting right for each share he holds.</b></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 76.	<p>The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:</p> <p>(1) work reports of the board of directors and the supervisory committee;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors and members of the supervisory committee, their remuneration and manner of payment;</p> <p>(4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company;</p> <p>(5) matters other than those which are required by the laws and administrative regulations or by the Company's Articles of Association to be adopted by special resolution.</p>	Article 58.	<p>The following matters shall be resolved by an ordinary resolution at a shareholders' <del>general</del> meeting:</p> <p>(1) work reports of the board of directors <del>and the supervisory committee</del>;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the board of directors;</p> <p>(3) election or removal of members of the board of directors <b>who shall not be employees' representatives</b> and <del>members of the supervisory committee</del>, <del>their remuneration and manner of payment</del>;</p> <p><del>(4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company;</del></p> <p><del>(4)</del><sup>(5)</sup> matters other than those which are required by the laws and administrative regulations or by the Company's Articles of Association to be adopted by special resolution.</p>
Article 77.	<p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>(1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) material purchase or sale, merger, division, dissolution and liquidation of the Company;</p> <p>(4) amendment of the Company's Articles of Association;</p> <p>(5) amendment to or removal of rights of shareholders of any class; and</p>	Article 59.	<p>The following matters shall be resolved by a special resolution at a shareholders' <del>general</del> meeting:</p> <p>(1) <b>the increase or reduction of the company's registered capital and the issuance of corporate bonds</b>; <del>the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities</del>;</p> <p><del>(2) the issue of debentures of the Company;</del></p> <p><del>(2)</del><sup>(3)</sup> material purchase or sale, merger, division, dissolution and liquidation of the Company;</p> <p><del>(3)</del><sup>(4)</sup> amendment of the Company's Articles of Association;</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(6) any other matter considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, which is of a nature which may have a material impact on the Company and should be adopted by special resolution.</p>		<p><del>(4)(5) amendment to or removal of rights of shareholders of any class; and where the Company purchases or sells any major asset, or provides guarantees that exceed 30% of the Company's total assets within one year.</del></p> <p><del>(6) any other matter considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, which is of a nature which may have a material impact on the Company and should be adopted by special resolution.</del></p> <p><b>The shareholders' meeting may authorize the board of directors to adopt resolutions on the issuance of corporate bonds.</b></p>
Article 78.	<p>Shareholders shall comply with the following procedures when they propose to convene an extraordinary general meeting or a class meeting:</p> <p>(1) Shareholders individually or jointly holding 10% or more (including 10%) of the Shares carrying the right to vote at the meeting proposed to be held for 90 consecutive days or more may sign one or more written request(s), the form and substance of which being the same, to propose to the Board for holding an EGM or a class meeting, and shall list out clearly the agenda of the meeting in the request. The Board shall, upon receipt of the aforesaid written request, convene the EGM or the class general meeting as soon as possible. The shareholdings mentioned above shall be calculated on the date when the Shareholders make such written request.</p> <p>(2) If the Board does not serve a notice of such meeting within 30 days upon receipt of the aforesaid written request, Shareholders individually or jointly holding 10% or more (including 10%) of the Company's shares carrying the right to vote at the meeting proposed in 90 consecutive days or more may sign one or more written request(s), the form and substance of which being the same, to propose to the Supervisory Committee for holding an extraordinary general meeting or a class meeting,</p>	Article 60.	<p>Shareholders shall comply with the following procedures when they propose to convene an extraordinary general meeting or a class meeting:</p> <p>(1) Shareholders individually or jointly holding 10% or more (including 10%) of the Shares carrying the right to vote at the meeting proposed to be held for 90 consecutive days or more may sign one or more written request(s), the form and substance of which being the same, to propose to the Board for holding an EGM or a class meeting, and shall list out clearly the agenda of the meeting in the request. The Board shall, upon receipt of the aforesaid written request, <b>decide whether to convene an EGM or a class meeting within 10 days of receiving the request, and provide a written reply to the shareholders</b> <del>convene the EGM or the class general meeting as soon as possible.</del> The shareholdings mentioned above shall be calculated on the date when the Shareholders make such written request.</p> <p>(2) If the Board <b>disagrees with convening the EGM or the class meetings, or</b> does not serve a notice of such meeting within 30 days upon receipt of the aforesaid written request, Shareholders individually or jointly holding 10% or more (including 10%) of the Company's shares carrying the right to vote at the meeting proposed in 90 consecutive days or more</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>and shall list out clearly at the agenda of the meeting in the request. The Supervisory Committee shall, upon receipt of the aforesaid written request, convene and preside the EGM or the class meeting in a timely manner.</p> <p>(3) If the Supervisory Committee does not serve a notice of such meeting within 30 days upon receipt of the aforesaid written request, the Shareholders making such request may convene the meeting by themselves within four months upon receipt of the request by the Supervisory Committee, and the procedures for convening such meeting shall be as similar to those for convening a general meeting by the Board as possible.</p> <p>Any reasonable cost incurred in connection with the convening and holding of the meeting by the Shareholders themselves as result of the failure on the part of the Board and the Supervisory Committee to hold such meeting as required above shall be borne by the Company, and shall be deducted from the amount due to the Directors and supervisors of the Company who are in default.</p>		<p>may sign one or more written request(s), the form and substance of which being the same, to propose to the <del>Audit Supervisory</del> Committee for holding an extraordinary general meeting or a class meeting, and shall list out clearly at the agenda of the meeting in the request. The <del>Audit Supervisory</del> Committee shall, upon receipt of the aforesaid written request, <b>decide whether to convene an EGM or a class meeting within 10 days of receiving the request, and provide a written reply to the shareholders</b> <del>convene and preside the EGM or the class meeting in a timely manner.</del></p> <p>(3) If the <del>Audit Supervisory</del> Committee <b>disagrees with convening the EGM or the class meetings, or</b> does not serve a notice of such meeting within 30 days upon receipt of the aforesaid written request, the Shareholders making such request may convene the meeting by themselves within four months upon receipt of the request by the <del>Audit Supervisory</del> Committee, and the procedures for convening such meeting shall be as similar to those for convening a <del>shareholders' general</del> meeting by the Board as possible.</p> <p>Any reasonable cost incurred in connection with the convening and holding of the meeting by the Shareholders themselves as result of the failure on the part of the Board and the <del>Audit Supervisory</del> Committee to hold such meeting as required above shall be borne by the Company, and shall be deducted from the amount due to the Directors and <del>members of Audit Committee</del> <b>supervisors</b> of the Company who are in default.</p>
Article 79.	The Chairman of the board of directors shall convene and chair every shareholder's general meeting. If the Chairman is unable to attend the meeting for any reason, the vice-chairman of the board of directors designated by the Chairman shall convene and chair the meeting. If both the Chairman and vice-chairman of the board of directors are unable to attend the meeting, then the board of directors may designate a director to convene and	Article 61.	The <b>shareholders' meeting shall be convened by the board of directors and the Chairman</b> of the board of directors <b>shall be the Chairman of the meeting and preside the meeting</b> <del>convene and chair every shareholder's general meeting.</del> If the Chairman is unable <b>or fails to perform his duties, to attend</b> the meeting for any reason, the vice-chairman of the board of directors designated by the Chairman shall <del>convene and chair the meeting.</del> If both the Chairman

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>chair the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one (1) person to act as the chairman of the meeting. If for any reason, the shareholders shall fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</p>		<p><del>and vice chairman of the board of directors are unable to attend the meeting, then a director elected by more than half of the board of directors may designate a director to convene serve as the chairman of the meeting and preside chair</del> the meeting. <del>If no chairman of the meeting has been so designated, shareholders present shall choose one (1) person to act as the chairman of the meeting. If for any reason, the shareholders shall fail to elect a chairman, then the shareholder (including a proxy) holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.</del></p>
Article 80.	<p>The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute book.</p> <p>General meeting shall keep proper books to record minutes of resolutions, chairman of the meeting and director's signature.</p>	Article 62.	<p><del>The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute book.</del></p> <p><del>General meeting shall keep proper books to record minutes of resolutions, chairman of the meeting and director's signature.</del></p> <p>A shareholders' meeting shall keep minutes for the decisions about the matters discussed at the meeting. The chairman and directors present at the meeting shall sign on the minutes. The minutes of the meeting shall be kept together with the shareholders' attendance lists and proxy forms.</p>
Article 82.	<p>If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minute book. Such written resolutions and minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's place of residence.</p>	-	Deleted
Article 83.	<p>Copies of the minutes of proceedings of any shareholders' meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests for a copy of such minutes from the Company, the</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	Company shall send a copy of such minutes to him within seven (7) days after receipt of reasonable fees therefor.		
Article 85.	Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by holders of shares of that class at a separate meeting convened in accordance with Articles 87 to 91.	Article 65.	Rights conferred on any class of shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in <del>a general</del> <b>the shareholders'</b> meeting and by holders of shares of that class at a separate meeting convened in accordance with Articles <del>67 87</del> to <del>71</del> <b>91</b> .
Article 87.	<p>Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 86, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“(An) interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <p>(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 29, a “controlling shareholder” within the meaning of Article 54;</p> <p>(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 29, a holder of the shares to which the proposed agreement relates;</p> <p>(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.</p>	Article 67.	<p>Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders'<del>general</del> meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article <del>66-86</del>, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>“(An) interested shareholder(s)”, as such term is used in the preceding paragraph, means:</p> <p>(1) <del>in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 29, a “controlling shareholder” within the meaning of Article 54;</del> in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a stock exchange pursuant to Article 29, “(an) interested shareholder(s)” means a controlling shareholder, that is, a person who meets one of the following conditions:</p> <p>① a person who holds more than 50 percent of the total issued shares of the Company;</p> <p>② a person who holds not more than 50 percent of the total issued shares of the Company, but the voting rights of the shares held have a material influence on the resolution of the shareholders' meeting;</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>③ a person who, acting alone or in concert with others, has the power to elect more than half of the board of directors;</p> <p>④ a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% or more of the Company’s voting rights;</p> <p>⑤ a person who, acting alone or in concert with others, holds 30% or more of the outstanding shares of the Company;</p> <p>⑥ a person who, acting alone or in concert with others, has de facto control of the Company in any other way.</p> <p>(2) in the case of a repurchase of shares <del>by an off-market agreement pursuant to Article 29</del>, a holder of the shares to which the proposed agreement relates;</p> <p>(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.</p>
Article 89.	Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders with reference to the timeline for the issue of notice for convening a general meeting as specified in the Articles of Association. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting.	Article 69.	Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders with reference to the timeline for the issue of notice for convening <b>a shareholders’ a general</b> meeting as specified in the Articles of Association. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting.
Article 90.	Notice of class meetings need only be served on shareholders entitled to vote thereat.	Article 70.	Notice of class meetings need only be served on shareholders entitled to vote thereat.



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of the Company's Articles of Association relating to the manner for the conduct of shareholders' general meetings are also applicable to class meetings.		Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' <del>general</del> meetings. The provisions of the Company's Articles of Association relating to the manner for the conduct of shareholders' <del>general</del> meetings are also applicable to class meetings.
Article 91.	<p>Apart from the holders of other classes of shares, the holders of the Domestic shares and holders of Overseas listed foreign shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic shares and Overseas listed foreign shares; or</p>	Article 71.	<p>Apart from the holders of other classes of shares, the holders of the Domestic shares and holders of Overseas listed foreign shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in a <del>shareholders' general</del> meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued Domestic shares and Overseas listed foreign shares; or</p> <p>(2) where the Company's plan to issue Domestic shares and Overseas listed foreign shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council; or</p> <p>(3) upon approval <b>or filing</b> from the securities regulatory authorities of the State Council, the holders of the Domestic shares of the Company transferring their shares to Overseas investors or converting their shares into overseas listed foreign shares, and list and trade such shares on an overseas securities exchange.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(2) where the Company’s plan to issue Domestic shares and Overseas listed foreign shares at the time of its establishment is carried out within fifteen (15) months from the date of approval of the securities authority of the State Council; or</p> <p>(3) upon approval from the securities regulatory authorities of the State Council, the holders of the Domestic shares of the Company transferring their shares to Overseas investors or converting their shares into overseas listed foreign shares, and list and trade such shares on an overseas securities exchange.</p>		
-	Chapter 11: PARTY ORGANIZATION	-	<del>Chapter 11</del> CHAPTER 10: PARTY ORGANIZATION COMMITTEE
Article 92.	<p>According to the requirements of the Constitution of the Communist Party of China (the “Party”), the Company has set up a Chinese communist party organization. Through which we have established a department responsible for the Party’s work and assigned personnel to handle party affairs. The departments under the party organization and relevant staffing thereunder shall be included into the Company’s management organization and staffing system. The party organization’s work expense items shall be included into the Company’s budget and charged to the Company’s management costs.</p>	Article 72.	<p><del>According to the requirements of the Constitution of the Communist Party of China (the “Party”), the Company has set up a Chinese communist party organization. Through which we have established a department responsible for the Party’s work and assigned personnel to handle party affairs. The departments under the party organization and relevant staffing thereunder shall be included into the Company’s management organization and staffing system. The party organization’s work expense items shall be included into the Company’s budget and charged to the Company’s management costs.</del></p> <p>The Company has established the Committee of the Communist Party of China in Beijing Jingkelong Company Limited (the “Jingkelong Party Committee”) and the Discipline Inspection Committee of the Communist Party of China in Beijing Jingkelong Company Limited (hereinafter referred to as the “Jingkelong Discipline Inspection Committee”). In principle, the positions of the chairman and the secretary of the Party Committee shall be held by one person, and there shall be a full-time deputy secretary responsible for party building. The Company adheres to and improves the leadership system of “two-way entry and cross-serving”, and</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			qualified members of the Party committee team can enter the board of directors and managers through legal procedures, and qualified Party members of the board of directors and managers can enter the Party Committee in accordance with relevant regulations and procedures.
-	Newly-added	Article 73.	The number of secretaries, deputy secretaries and members of the Party Committee and the Discipline Inspection Committee of the Company shall be set up according to the approval of the district SASAC Party Committee and shall be elected. When the Party Member Congress (or Party Representative Congress) is not in session, the superior Party organizations may appoint the secretary of the Party Committee, deputy secretary and secretary of the Discipline Inspection Committee when it deems necessary.
Article 93.	The party committee of the Company shall play a political leadership role to ensure the Company to fully implement the guidelines, policies and significant deployment of the Party and the State. For any significant decision of the Company to be made by the Board, opinions from the party committee of the Company shall be sought first.	Article 74.	The party committee of the Company shall play a political leadership role to ensure the Company to fully implement the guidelines, policies and significant deployment of the Party and the State. For any significant decision of the Company to be made by the Board, opinions from the party committee and the <b>management</b> of the Company shall be sought first.
-	Newly-added	Article 75.	<p><b>The Party committee of the Company shall perform its duties in accordance with the “Constitution of the Communist Party of China”, the Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Communist Party of China (Trial Implementation) and other intra-party regulations.</b></p> <p><b>(1) Strengthen the political work of the Party in enterprise, adhere and imply the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all Party members in their political positions, political directions, political principles, and political paths staying closely aligned with the Central Committee which as the core of Xi Jinping in Party Central Committee;</b></p>

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

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>(2) In-depth study and implementation the Thought on Socialism with Chinese Characteristics for a New Era by Xi Jinping, study and publicize the Party's theory, implement the line, principles and policies of the implementation sense, supervise and ensure the implementation of the major decisions of the Party Central Committee and the resolutions of the superior party organizations in the enterprise;</p> <p>(3) To study and discuss major business management matters of the enterprise, and support the shareholders' meeting, the board of directors, the Audit Committee and the management in exercising their functions and powers according to law;</p> <p>(4) Strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the enterprise, and the building of the leadership team, cadre and talents team of the enterprise;</p> <p>(5) To fulfill the main responsibility of the construction of party conduct and clean government in enterprises, lead and support the internal discipline inspection organization to perform the responsibilities of supervision, discipline enforcement and accountability, strictly enforce political discipline and political rules, and promote the extension of comprehensive and strict Party governance to the grassroots;</p> <p>(6) Strengthen the building of grass-roots Party organizations and Party members, unite and lead the workers and workers to actively participate in the reform and development of enterprises;</p> <p>(7) To lead the ideological and political work of the enterprise, the construction of spiritual civilization, the united front work, and to lead</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<b>the enterprise trade union, the Communist Youth League, women’s organizations and other group organizations.</b>
Article 94.	The Company shall include the Party’s leadership at all levels of corporate governance and adhere to the principle that the cadres and talents shall be led by the Party. For appointment of senior management of the Company, the party committee of the Company shall conduct thorough review on the candidates nominated by the Board or general manager of the Company, inspect the proposed personnel and make recommendations in this regard after collective discussions.	-	Deleted
Article 96.	<p>The Company shall have a board of directors. The board of directors shall consist of nine (9) directors. Outside directors (meaning directors who do not hold office in the Company hereinafter) shall account for more than one half of the total number of directors, of which at least three shall be independent non-executive directors (meaning directors who are independent from the Company’s shareholders and do not hold office in the Company).</p> <p>Non-executive/independent non-executive directors must have sufficient time and necessary knowledge to fulfill its responsibilities. Company must provide relevant informations. Independent non-executive directors may report to the general meeting, China securities regulatory commission and other administrations.</p> <p>The board of directors shall have one (1) Chairman.</p>	Article 77.	<p>The Company shall have a board of directors. The board of directors shall consist of nine (9) directors. Outside directors (meaning directors who do not hold office in the Company hereinafter) shall account for more than one half of the total number of directors, of which at least three shall be independent non-executive directors (meaning directors who are independent from the Company’s shareholders and do not hold office in the Company).</p> <p>Non-executive/independent non-executive directors must have sufficient time and necessary knowledge to fulfill its responsibilities. Company must provide relevant informations. Independent non-executive directors may report to the <del>general</del> <b>shareholders’</b> meeting, China securities regulatory commission and other administrations.</p> <p><b>The Company’s board of directors has one employee representative, and the employee representative on the board of directors is democratically elected by the Company’s employees through the employee representative meeting.</b></p> <p>The board of directors shall have one (1) Chairman.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 97.	<p>Directors shall be elected at general meetings, the term of office of Directors shall be three (3) years and may be re-elected upon the expiry of the term.</p> <p>The minimum length of the period, during which notice to the Company of the intention to propose a person for election as a Director, and during which notice to the Company by such person of his willingness to be elected may be given, will be at least seven (7) days and the period for lodgment of the notices to the Company of the intention to propose a person for election as a Director will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting. The above notice takes effect upon arrival at the Company's address mentioned in Article 3.</p> <p>The Chairman shall be elected and removed by half of the Directors, the term of office of the Chairman shall be three (3) years and may be re-elected upon expiry of the term.</p> <p>A Director could be removed before the expiration of his term of office by way of an ordinary resolution passed in the general meeting provided that the relevant laws and regulations are complied with. However, the Director's right to claim for damages which arise from his removal shall not be affected thereby.</p> <p>The Directors are not required to hold shares in the Company.</p>	Article 78.	<p>Directors (<b>excluding the employee representative director</b>) shall be elected at <b>shareholders' general</b> meetings, the term of office of Directors shall be three (3) years and may be re-elected upon the expiry of the term.</p> <p><b>Subject to compliance with the Listing Rules and other laws and regulations,</b> <del>The</del> minimum length of the period, during which notice to the Company of the intention to propose a person for election as a Director, and during which notice to the Company by such person of his willingness to be elected may be given, will be at least seven (7) days and the period for lodgment of the notices to the Company of the intention to propose a person for election as a Director will commence no earlier than the day after the dispatch of the notice of the <b>shareholders'</b> meeting appointed for such election and end no later than seven (7) days prior to the date of such <b>shareholders'</b> meeting. The above notice takes effect upon arrival at the Company's address mentioned in Article 3.</p> <p>The Chairman shall be elected and removed by half of the Directors, the term of office of the Chairman shall be three (3) years and may be re-elected upon expiry of the term.</p> <p>A Director could be removed before the expiration of his term of office by way of an ordinary resolution passed in the <b>shareholders' general</b> meeting provided that the relevant laws and regulations are complied with. However, the Director's right to claim for damages which arise from his removal shall not be affected thereby.</p> <p>The Directors are not required to hold shares in the Company.</p>
Article 99.	Director and chairman shall not be removed within their term of office. If they have to be removed, it should in accordance with the provisions of laws,	Article 80.	Director and chairman shall not be removed within their term of office. If they have to be removed, it should in accordance with the provisions of laws,

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>administrative regulations or the company’s articles of association, disclosed to the public, and approved by CSRC.</p> <p>Director may resign his office before his term of office, the resigning director shall submit an written resignation report. If other directors believe the resigning director’s acts damage the interests of the company, board may vote on this matter without the resigning director’s presence. If the board disapprove his resignation, the existing director shall, before the director-elect takes office, continue to perform his duty as a director. Company shall investigate if the resigning director leave the position without proper authorization.</p>		<p>administrative regulations or the company’s articles of association, disclosed to the public, <del>and approved by CSRC.</del></p> <p><b>If the number of the members of the board of directors is less than the quorum due to the resignation of some directors from the board of directors prior to the expiry of their term of office, the original directors shall, before the newly elected directors take office, continue to perform his duties as a director according to the laws, administrative regulations, as well as these Articles of Association.</b></p> <p><b>Where a director resigns, he shall notify the Company in writing, and the resignation shall take effect on the day the Company receives the notice, however, if the circumstances specified in the preceding paragraph exist, the director shall continue to perform his duties.</b></p> <p><del>Director may resign his office before his term of office, the resigning director shall submit an written resignation report. If other directors believe the resigning director’s acts damage the interests of the company, board may vote on this matter without the resigning director’s presence. If the board disapprove his resignation, the existing director shall, before the director elect takes office, continue to perform his duty as a director. Company shall investigate if the resigning director leave the position without proper authorization.</del></p>
Article 100.	<p>The board of directors is accountable to in the shareholders’ general meeting and exercises the following functions and powers:</p> <p>(1) to be responsible for the convening of the shareholders’ general meeting and to report on its work to the shareholders in general meetings;</p> <p>(2) to implement the resolutions passed by the shareholders in general meetings;</p>	Article 81.	<p>The board of directors is accountable to in the shareholders’ <del>general</del> meeting <b>to perform the duties of formulating strategies, making decisions and preventing risks</b>, and exercises the following functions and powers:</p> <p>(1) to be responsible for the convening of the shareholders’ <del>general</del> meeting and to report on its work to the shareholders in <b>the shareholders’ general</b> meetings;</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(3) to determine the Company’s business plans and investment proposals;</p> <p>(4) to formulate the Company’s preliminary and final annual financial budgets;</p> <p>(5) to formulate the Company’s profit distribution proposal and loss recovery proposal; to formulate the plans for profit distribution and making up losses of the Company;</p> <p>(6) to formulate proposals for the increase or reduction of the Company’s registered capital and for the issuance of the Company’s debentures;</p> <p>(7) to draw up the Company’s proposals and plans for merger, division or dissolution of the Company and change the form of the Company;</p> <p>(8) to decide on the establishment of the Company’s internal management structure and branch;</p> <p>(9) to appoint or remove the Company’s general manager and to appoint or remove the deputy general managers, and financial deputy general manager of the Company and other senior management, based on the recommendations of the general manager and to decide on their remuneration and method of the payment;</p> <p>(10) to formulate the basic management structure of the Company;</p> <p>(11) to formulate proposals for any amendment of the Company’s Articles of Association;</p> <p>(12) draw up the Company’s proposals and plans for the material purchase or sale;</p> <p>(13) to exercise company’s power of raising fund and borrowing, deciding mortgage, lease, sublet and transfer of company’s asset in accordance with provision of law, regulations and the article;</p>		<p>(2) to implement the resolutions passed by the shareholders in <del>the shareholders’ general</del> meetings;</p> <p>(3) to determine the Company’s business plans and investment proposals;</p> <p><del>(4) to formulate the Company’s preliminary and final annual financial budgets;</del></p> <p><del>(5)</del> to formulate the Company’s profit distribution proposal and loss recovery proposal; to formulate the plans for profit distribution and making up losses of the Company;</p> <p><del>(5)(6)</del> to formulate proposals for the increase or reduction of the Company’s registered capital and for the issuance of the Company’s debentures;</p> <p><del>(6)(7)</del> to <del>formulated draw up</del> the Company’s proposals and plans for merger, division or dissolution of the Company and change the form of the Company;</p> <p><del>(7)(8)</del> to decide on the establishment of the Company’s internal management structure <del>and branch;</del></p> <p><del>(8)(9)</del> to appoint or remove the Company’s general manager and to appoint or remove the deputy general managers <b>and his/her remuneration</b>, and financial deputy general manager of the Company and other senior management, based on the recommendations of the general manager and to decide on their remuneration and method of the payment;</p> <p><del>(9)(10)</del> to formulate the basic management structure of the Company;</p> <p><del>(10)(11)</del> to formulate proposals for any amendment of the Company’s Articles of Association;</p> <p><del>(11)(12)</del> draw up the Company’s proposals and plans for the material purchase or sale;</p>



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(14) to exercise other functions and powers granted by the general meeting and the article.</p> <p>Other than the board of directors’ resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (11) of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors’ resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the directors.</p> <p>Board shall exercise any rights which has not designated to general meeting by the article. Board shall observe the article and resolutions by the general meeting, only those resolutions shall not void board previous conducts.</p>		<p><del>(12)</del>(13) to exercise company’s power of raising fund and borrowing, deciding <b>matters such as external investment and external guarantees</b><del>mortgage, lease, sublet and transfer of company’s asset</del> in accordance with provision of law, regulations and the article;</p> <p><del>(13)</del>(14) to exercise other functions and powers granted by the <b>shareholders’ general</b> meeting and the article.</p> <p>Other than the board of directors’ resolutions in respect of the matters specified in sub-paragraphs <b>(5), (6) and (10)</b><del>(6), (7) and (11)</del> of this Article which shall be passed by the affirmative vote of more than two-thirds of all the directors, the board of directors’ resolutions in respect of all other matters may be passed by the affirmative vote of <del>a simple majority</del> <b>more than half</b> of the directors.</p> <p><b>When the board of directors decides on major issues of the Company, it shall listen to the opinions of the Party Committee of the Company in advance.</b></p> <p>Board shall exercise any rights which has not designated to <del>shareholders’ general</del> meeting by the article. Board shall observe the article and resolutions by the <del>shareholders’ general</del> meeting, only those resolutions shall not void board previous conducts.</p>
Article 101.	The board of directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been. completed in the period of four (4) months immediately preceding the proposed disposition, exceeds 33 % of the value of the Company’s fixed assets as shown in the latest balance sheet which was tabled at a shareholders’ general meeting.	–	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>For the purposes of this Article, “disposition” includes an act involving the transfer of an interest in assets but does not include the usage of fixed assets for the provision of security.</p> <p>The validity of a disposition by the Company shall not be affected by any breach of the first paragraph of this Article.</p>		
Article 102.	<p>The Chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over shareholders’ general meetings and to convene and preside over meetings of the board of directors;</p> <p>(2) to organise the implementation of the duties of the board of directors and to check on the implementation of resolutions passed by the board of directors at directors’ meetings;</p> <p>(3) to sign the securities certificates issued by the Company;</p> <p>(4) to convene board’s daily functions during the close of the board meeting;</p> <p>(5) to exercise other powers conferred by the board of directors.</p> <p>When the Chairman is unable to exercise his powers, such powers shall be exercised by the Vice-chairman who has been designated by the Chairman to exercise such powers on his behalf.</p>	Article 82.	<p>The Chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over shareholders’ <del>general</del> meetings and to convene and preside over meetings of the board of directors;</p> <p>(2) to <b>supervise</b> <del>organise the implementation of the duties of the board of directors</del> and to check on the <del>execution</del><del>implementation</del> of resolutions passed by the board of directors at directors’ meetings;</p> <p>(3) <del>to sign the securities certificates issued by the Company;</del></p> <p>(4) <del>to convene board’s daily functions during the close of the board meeting;</del></p> <p>(5) to exercise other powers conferred by the board of directors.</p> <p>When the Chairman is unable to exercise his powers, such powers shall be exercised by <b>a director elected by more than half of the directors</b> <del>the Vice-chairman who has been designated by the Chairman to exercise such powers on his behalf.</del></p>
Article 103.	Board may authorize some duties to the chairman during adjournment of the board meeting.	–	Deleted
Article 104.	The meeting of a Board of Directors shall be convened and presided over by the chairman of the board at least twice a year; at least 10 days and 7 business day notice should be given to all directors and supervisors.	Article 83.	The meeting of a Board of Directors shall be convened and presided over by the chairman of the board at least twice a year; at least <del>14</del> <b>14</b> days <del>and 7 business day</del> notice should be given to all directors <del>and supervisors.</del>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>Shareholders represent 10% or more of voting rights, one third or more directors, supervisory committee, general manager may propose to held extraordinary board meeting. Board shall convene and holding meeting within 10 days after receiving proposement.</p> <p>Chairman may convene the extraordinary board meeting any time when it is necessary.</p> <p>The extraordinary board meeting shall not be limited to announcement in Article 105.</p> <p>The meetings of the board of directors shall be conducted in Chinese.</p>		<p>Shareholders represent 10% or more of voting rights, <b>more than one third or more</b> directors, <del>supervisory committee, general manager</del> may propose to held extraordinary board meeting. Board shall convene and holding meeting within 10 days after receiving proposement.</p> <p><b>When the Chairman deems it is necessary, or when proposed by the Party Committee may convene</b> the extraordinary board meeting <b>may be convened any time when it is necessary.</b></p> <p>The extraordinary board meeting shall not be limited to announcement in <b>paragraph 1 of this article</b><del>Article 105</del>.</p> <p><b>In principle, meetings of directors shall be held at the Company’s address.</b></p> <p>The meetings of the board of directors shall be conducted in Chinese.</p>
Article 105.	<p>The form of a notice of meetings and extraordinary meetings of the Board of Directors and the time limit for notification shall be as follows:</p> <p>(1) Where board meeting time and address has been notified by the Board, no notice shall be given. Notice of at least 10 days and 7 business day should be given of a regular board meeting to give all directors an opportunity to attend. Notice must be sent to each director via courier, fax, express post, personal delivery (except ruling in Article 104).</p> <p>(2) Board members may use telephonic or video conferencing to join a board meeting without physically attending. Where board members can hear and talk to each other.</p> <p>(3) If a written board resolution is sent to a director and he signs the resolution, company count this as attendance at a “paper board meeting”. But the paper must be sent to each director via courier, fax, express post, personal delivery. If a written board resolution has been sent to all directors, and vote for the</p>	Article 84.	<p><b>The time and address of the regular meeting of the Board of Directors shall be notified to all the directors by announcement, and the extraordinary meetings shall be notified to all the directors by electronic means.</b></p> <p><del>The form of a notice of meetings and extraordinary meetings of the Board of Directors and the time limit for notification shall be as follows:</del></p> <p><del>(1) Where board meeting time and address has been notified by the Board, no notice shall be given. Notice of at least 10 days and 7 business day should be given of a regular board meeting to give all directors an opportunity to attend. Notice must be sent to each director via courier, fax, express post, personal delivery (except ruling in Article 104).</del></p> <p><del>(2) Board members may use telephonic or video conferencing to join a board meeting without physically attending. Where board members can hear and talk to each other.</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>resolution have reached the quorum, decisions are made by a majority of votes for the resolution. Then the resolution passed as board resolution without physical attending.</p>		<p><del>(3) If a written board resolution is sent to a director and he signs the resolution, company count this as attendance at a "paper board meeting". But the paper must be sent to each director via courier, fax, express post, personal delivery. If a written board resolution has been sent to all directors, and vote for the resolution have reached the quorum, decisions are made by a majority of votes for the resolution. Then the resolution passed as board resolution without physical attending.</del></p>
<p>Article 106.</p>	<p>A board meeting normally needs a quorum of at least 50% of total directors. Including one director (proxy) who was appointed by other directors (appointers) as proxy in writing.</p> <p>Each director shall be entitled to one vote. Where one director (proxy) was appointed by other directors (appointers) as proxy in writing, they had proxies for total votes they have owned. Resolutions of the board meeting must be passed by the affirmative vote of more than half of all the directors.</p> <p>When the number of votes for and against a resolution is equal, the chairman of the board shall be entitled to one additional vote.</p>	<p>Article 85.</p>	<p>A board meeting normally needs a quorum of <b>more than half</b> <del>at least 50%</del> of total directors. Including one director (proxy) who was appointed by other directors (appointers) as proxy in writing.</p> <p>Each director shall be entitled to one vote. <del>Where one director (proxy) was appointed by other directors (appointers) as proxy in writing, they had proxies for total votes they have owned.</del> Resolutions of the board meeting must be passed by the <del>affirmative vote of</del> more than half of all the directors. <b>If laws, regulations or the Articles of Association have higher requirements on the adoption ratio of resolutions of the Board of directors, such provisions shall prevail.</b></p> <p><del>When the number of votes for and against a resolution is equal, the chairman of the board shall be entitled to one additional vote.</del></p>
<p>Article 107.</p>	<p>Meetings of the board of directors shall be attended by the directors in person. If a director cannot attend a meeting for any reason, he may entrust in writing another director with attending the meeting on his behalf. The instrument of entrustment shall specify the scope of authority.</p>	<p>Article 86.</p>	<p>Meetings of the board of directors shall be attended by the directors in person. If a director cannot attend a meeting for any reason, he may entrust in writing another director with attending the meeting on his behalf. The instrument of entrustment shall specify the scope of authority.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>A director who attends a meeting on behalf of another director shall exercise the rights of a director within the scope of authority granted. If a director fails to attend a meeting of the board of directors and has not appointed a representative to attend on his behalf, he shall be deemed to have waived his voting rights in respect of that meeting.</p> <p>The proxy so appointed shall also have the same right as the member to speak at the meeting. Neither the director nor his proxy present at the meeting shall be deemed to losing voting right of the meeting.</p> <p>If a director has a conflict of interest in a matter to be considered by the board (the interest includes but not limited to ex-employment with a substantial shareholder or controlling shareholder). The director shall not be involved in the decision making process, and shall not vote as a proxy for other directors. The resolution need to be passed with more than 50% of the vote of directors who have no conflict of interest in the matter. When directors who have no conflict of interest in the matter are less than 3 persons, the matter shall be discussed in the general meeting.</p>		<p><del>A director who attends a meeting on behalf of another director shall exercise the rights of a director within the scope of authority granted. If a director fails to attend a meeting of the board of directors and has not appointed a representative to attend on his behalf, he shall be deemed to have waived his voting rights in respect of that meeting.</del></p> <p><del>The proxy so appointed shall also have the same right as the member to speak at the meeting. Neither the director nor his proxy present at the meeting shall be deemed to losing voting right of the meeting.</del></p> <p><del>If a director has a conflict of interest in a matter to be considered by the board (the interest includes but not limited to ex-employment with a substantial shareholder or controlling shareholder). The director shall not be involved in the decision making process, and shall not vote as a proxy for other directors. The resolution need to be passed with more than 50% of the vote of directors who have no conflict of interest in the matter. When directors who have no conflict of interest in the matter are less than 3 persons, the matter shall be discussed in the general meeting.</del></p> <p><b>If a director of the Company has related party relationship with an enterprise or individual involved in the matter to be resolved at the meeting of the board of directors, the director shall report to the board of directors in writing in a timely manner. The director with the related party relationship shall not vote on the resolution, nor may he vote on behalf of any other director. The meeting of the board of directors shall not be held unless more than half of the directors without related party relationships are present at the meeting. A resolution of the board of directors shall be adopted by more than half of the directors without related party relationships. If the number of directors without related party relationships present is less than 3, the matter shall be submitted to the shareholders’ meeting of the Company for consideration.</b></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 108.	All reasonable fees incurred by the director for attending board meeting are paid by the company, such as transportation fee, meal, hotel, rentals etc.	–	Deleted
Article 109.	The board of directors shall keep minutes of its decisions on the matters examined at their meetings. The directors attending a meeting and the person taking minutes shall sign the minutes of that meeting. The directors shall bear liability for the decisions of the board of directors. Where a resolution of the board of directors is in violation of laws, administrative regulations or the Company’s Articles of Association, thereby causing serious losses to the Company, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in minutes of the meeting, the director may be relieved from such liability.	Article 87.	The board of directors shall keep minutes of its decisions on the matters examined at their meetings, <b>the opinions and written proposals of the independent non-executive Directors shall be recorded in the minutes of the meeting.</b> The directors attending a meeting and the person taking minutes shall sign the minutes of that meeting. The directors shall bear liability for the decisions of the board of directors. <b>The views expressed by the independent non-executive Directors shall be set out in the board minutes and resolutions.</b> Where a resolution of the board of directors is in violation of laws, administrative regulations or the Company’s Articles of Association <b>or the resolutions of the shareholders’ meetings,</b> thereby causing serious losses to the Company, the directors who took part in the resolution shall be liable to the Company for damages. However, where a director can prove that he expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in minutes of the meeting, the director may be relieved from such liability.
–	Newly-added	Article 88.	<b>The board of directors consists of three special committees, namely the Audit Committee (also known as the Audit Committee), the Nomination Committee and the Remuneration Committee. The board of directors may, in accordance with the regulatory provisions amended from time to time and the actual needs of the Company, establish a number of special committees of the board of directors to conduct research on specialised matters, provide advice and recommendations as references for the Board of Director's decision. The members of the special committees of the board of directors shall all be composed of directors. The members of the special committees shall serve a term of three years in general, and the term of office shall be consistent with that of the directors.</b>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 111.	<p>The secretary of the Company’s board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. The main duties of the secretary shall be as set forth below:</p> <p>(1) to guarantee that the Company has complete organizational documents and records;</p> <p>(2) to ensure that the Company prepares and submits according to law the documents and reports required by relevant authorities; and</p> <p>(3) to guarantee that the Company’s register of shareholders is properly established and that persons entitled to relevant records and documents of the Company obtain such records and documents in a timely manner.</p>	Article 89.	<p><del>The secretary of the Company’s board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. The main duties of the secretary shall be as set forth below:</del></p> <p><del>(1) to guarantee that the Company has complete organizational documents and records;</del></p> <p><del>(2) to ensure that the Company prepares and submits according to law the documents and reports required by relevant authorities; and</del></p> <p><del>(3) to guarantee that the Company’s register of shareholders is properly established and that persons entitled to relevant records and documents of the Company obtain such records and documents in a timely manner.</del></p> <p>The secretary of the board of directors shall be responsible for preparing the shareholders’ meeting and Board meeting, minutes of the meetings, keeping documents, managing the information of shareholders of the Company, dealing with information disclosure related matters, etc</p>
Article 112.	<p>The main tasks of the secretary of the board of directors include:</p> <p>(1) to assist the directors in the day-to-day work of the board of directors, continuously provide the directors with, warn the directors of and ensure that the directors understand the regulations, policies and requirements of the foreign and domestic regulatory authorities on the operation of the Company, assist the directors and the general manager in effectively implementing relevant foreign and domestic laws, regulations, the Company’s Articles of Association and other relevant regulations;</p> <p>(2) to be responsible for the organization and preparation of documents for board meetings and shareholders’ meetings, take proper meeting minutes,</p>	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>ensure that the resolutions passed at the meetings comply with statutory procedures and know about the implementation of the resolutions of the board of directors;</p> <p>(3) to be responsible for the organization and coordination of information disclosure, and increase transparency of the Company;</p> <p>(4) to participate in capital raising in capital market;</p> <p>(5) to deal with intermediaries, regulatory authorities and media, maintain good public relations work.</p>		
Article 113.	Company secretary shall be a full time employee, directors may be appointed as secretary, and they must have adequate energy and time for the job. General manager and CFO shall not be part time company secretary.	-	Deleted
Article 114.	<p>Duties of the secretary of the board of directors include:</p> <p>(1) to organize and prepare for the board meetings and shareholders' meetings, to prepare documents for the meetings, to make relevant arrangements for the meetings, to be responsible for taking meeting minutes, to keep meeting documents and minutes and take initiative to know about the implementation of relevant resolutions; to report to and advise the board of directors on important issues in implementation.</p> <p>(2) to ensure that important decisions of the board of directors will be implemented in strict compliance with the required procedures; to participate in, and organize the consultation and analysis of matters to be decided by the board of directors and provide relevant advice and recommendations thereon; to carry out the day-to-day work of the board of directors and its relevant committees upon authorization.</p>	-	Deleted



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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>(3) to act as a contact between the Company and securities regulatory authority, to be responsible for the organization of the preparation and timely submission of documents required by the regulatory authorities, responsible for undertaking the tasks given by the regulatory authorities and organizing the accomplishment thereof.</p> <p>(4) to be responsible for coordinating and organizing the Company's information disclosure, to set up a sound information disclosure system, participate in all the meetings of the Company in relation to information disclosure, to timely obtain important business decisions and relevant information of the Company.</p> <p>(5) to be responsible for keeping confidential share price sensitive information of the Company and formulating effective confidentiality rules and measures; to take necessary remedial measures in the event of the disclosure for whatever reasons of any share price sensitive information of the Company, to make prompt explanations and clarifications and notify the regulatory authority of the overseas listing place and CSRC thereof.</p> <p>(6) to be responsible for coordinating visits to the Company, to maintain contact with the media, to be responsible for coordinating and answering questions raised by the public and organize the reporting to CSRC of relevant matters.</p> <p>(7) to be responsible for administering and keeping the register of the members of the Company, register of the directors of the Company, shareholding of major shareholders and directors and list of the holders of the outstanding debentures of the Company in issue.</p> <p>(8) to assist the directors and the general manager in implementing foreign and domestic laws, regulations, the Company's Articles of Association and other relevant regulations in exercising their powers. After becoming aware that any resolutions</p>		

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>made or likely to be made by the Company are in breach of relevant regulations, the secretary is obliged to give prompt warnings and entitled to report such facts to CSRC and other regulatory authorities.</p> <p>(9) to coordinate the provision of necessary information required for exercising supervisory functions to the Company's supervisory committee and other examination body.</p> <p>(10) to exercise other powers and duties authorized by the board of directors and other powers and duties required in the overseas listing jurisdiction.</p>		
Article 115.	<p>A director or other senior officer of the Company may also act as the secretary of the board of directors. The certified public accountancy firm which has been appointed by the Company to act as its auditors shall not act as the secretary of the board of directors.</p> <p>Where the office of secretary is held concurrently by a director, and an act is required to be performed by a director and a secretary separately, the person who holds the office of director and secretary may not perform the act in a dual capacity.</p> <p>The Company may appoint company secretary who comply with Stock Exchange's requirement to managing company affairs if shares listed in Stock Exchange.</p>	Article 91.	<p><del>A director or other senior officer of the Company may also act as the secretary of the board of directors. The certified public accountancy firm which has been appointed by the Company to act as its auditors shall not act as the secretary of the board of directors.</del></p> <p><del>Where the office of secretary is held concurrently by a director, and an act is required to be performed by a director and a secretary separately, the person who holds the office of director and secretary may not perform the act in a dual capacity.</del></p> <p>The Company may appoint company secretary who comply with Stock Exchange's requirement to managing company affairs if shares listed in Stock Exchange.</p>
Article 116.	<p>The Company shall have a general manager who shall be appointed or dismissed by the board of directors. The Company shall have several deputy general managers and one financial deputy general manager who shall assist the General Manager. The deputy general managers and financial deputy general manager shall be nominated by the general manager and appointed or dismissed by the board of the directors. Employment period commencing with the board period. General manager, vice general manager and financial controller are senior management of the company.</p>	Article 92.	<p>The Company shall have a general manager who shall be appointed or dismissed by the board of directors. The Company shall have several deputy general managers and one financial deputy general manager who shall assist the General Manager. The deputy general managers and financial deputy general manager shall be nominated by the general manager and appointed or dismissed by the board of the directors. Employment period commencing with the board period.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>General manager, vice general manager and financial controller are senior management of the company.</p> <p><b>The senior management of the Company shall be responsible for business operation, decision implementation and management improvement.</b></p>
Article 117.	<p>The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>(1) to be in charge of the Company’s production, operation and management and to organize the implementation of the resolutions of the board of directors;</p> <p>(2) to organize the implementation of the Company’s annual business plan and investment proposal;</p> <p>(3) to draft plans for the establishment of the Company’s internal management structure;</p> <p>(4) to draft the Company’s basic management system;</p> <p>(5) to propose the appointment or dismissal of the deputy general managers and financial deputy general manager of the Company;</p> <p>(6) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(7) to draft plans for the establishment of the Company’s branch organizations;</p> <p>(8) other powers conferred by the Company’s Articles of Association or the board of directors.</p>	Article 93.	<p>The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>(1) to be in charge of the Company’s production, operation and management and to organize the implementation of the resolutions of the board of directors, <b>and to report to the board of directors;</b></p> <p>(2) to organize the implementation of the Company’s annual business plan and investment proposal;</p> <p>(3) to draft plans for the establishment of the Company’s internal management structure;</p> <p>(4) to draft the Company’s basic management system;</p> <p>(5) to propose the appointment or dismissal of the deputy general managers and financial deputy general manager of the Company;</p> <p>(6) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(7) to draft plans for the establishment of the Company’s branch organizations;</p> <p>(8) other powers conferred by the Company’s Articles of Association or the board of directors.</p>
Article 119.	<p>In performing their duties and powers, the general manager, deputy general managers and financial deputy general manager shall act honestly and diligently and in accordance with laws, administrative regulations and the Company’s Articles of Association.</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 120.	The general manager, vice general manger and other senior management who wish to resign shall give a three month written notice to the board of directors. Board have right to approve it or not. Resign without proper approval, board has right to seek the accountability.	-	Deleted
-	CHAPTER 15: SUPERVISORY COMMITTEE	-	<del>CHAPTER 15: SUPERVISORY COMMITTEE</del> <b>CHAPTER 14: THE AUDIT COMMITTEE</b>
Article 121.	The Company shall have a supervisory committee.	Article 95.	<del>The Company shall have a supervisory committee.</del>  <b>An audit committee shall be established under the board of directors. The Company shall no longer have supervisors or supervisory committee in place.</b>
Article 122.	The supervisory committee shall be composed of six (6) supervisors. The supervisory committee shall have one (1) chairman. Each supervisor shall serve for a term of three (3) years, which term is renewable upon re-election and re-appointment. The election or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of two-thirds or more of the members of the supervisory committee.	Article 96.	<del>The supervisory committee shall be composed of six (6) supervisors. The supervisory committee shall have one (1) chairman. Each supervisor shall serve for a term of three (3) years, which term is renewable upon re election and re appointment. The election or removal of the chairman of the supervisory committee shall be determined by the affirmative votes of two thirds or more of the members of the supervisory committee.</del>  <b>The audit committee consists of three independent non-executive directors and the chairman (convenor) shall be an independent non-executive Director with appropriate accounting or related financial management expertise.</b>
Article 123.	The supervisory committee shall include four (4) supervisors who shall represent the shareholders (hereinafter including qualified external supervisors) and two (2) supervisor who shall represent the employees. Supervisors who represent the shareholders shall be elected or removed by the shareholders in general meetings, and the supervisor who represents employees shall be elected or removed by the employees democratically. External supervisor (hereinafter meaning supervisors who do not hold office in the Company) shall account for more than one half of the total	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	supervisors. At least 2 independent supervisors (meaning supervisors who are neither shareholders nor employee of the company shall be included)		
Article 124.	The directors, general manager, deputy general managers and financial deputy general manager of the Company shall not act concurrently as supervisors.	-	Deleted
Article 125.	The meeting of supervisory committee shall be convened and presided over by the chairman of the supervisory committee at least once within six months. Supervisors may convene the extraordinary supervisory committee any time when it is necessary.	-	Deleted
Article 126.	<p>The supervisory committee shall be accountable to the shareholders in a general meeting and shall exercise the following functions and powers in accordance with the law:</p> <p>(1) to review the Company’s financial position;</p> <p>(2) to supervise the directors, general manager, deputy general managers, financial controller and other senior officers to ensure that they do not act in contravention of any law, regulation or the Company’s Articles of Association, and make proposals of dismissal.</p> <p>(3) to require a director, the manager or other senior management staff of the Company to correct an act of such act is harmful to the Company’s interests;</p> <p>(4) to check the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders’ general meetings and to authorize, in the Company’s name, publicly certified accountants and practising auditors to assist in the re-examination of such information should any doubt arise in respect thereof;</p>	Article 97.	<p><b>The audit committee shall perform its duties in accordance with the Terms of Reference of the Audit Committee and the Company Law.</b></p> <p><del>The supervisory committee shall be accountable to the shareholders in a general meeting and shall exercise the following functions and powers in accordance with the law:</del></p> <p><del>(1) to review the Company’s financial position;</del></p> <p><del>(2) to supervise the directors, general manager, deputy general managers, financial controller and other senior officers to ensure that they do not act in contravention of any law, regulation or the Company’s Articles of Association, and make proposals of dismissal.</del></p> <p><del>(3) to require a director, the manager or other senior management staff of the Company to correct an act of such act is harmful to the Company’s interests;</del></p> <p><del>(4) to check the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders’ general meetings and to authorize, in the Company’s name, publicly certified accountants and practising auditors to assist in the re-examination of such information should any doubt arise in respect thereof;</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(5) to propose to convene an extraordinary shareholders' general meeting;</p> <p>(6) to present proposals to the general meeting;</p> <p>(7) to represent the Company in negotiating with or instituting legal proceedings against a director;</p> <p>(8) to suggest company hiring auditors, appoint auditor to investigate company's accounts and report to CSRC or other regulation administrations.;</p> <p>(9) other functions and powers provided for in the Articles of Association of the Company.</p> <p>External supervisors shall report independently to the shareholders' meeting on whether the senior officers perform their duties honestly and diligently.</p> <p>Supervisors shall attend meetings of the board of directors as non-voting attendants.</p>		<p><del>(5) to propose to convene an extraordinary shareholders' general meeting;</del></p> <p><del>(6) to present proposals to the general meeting;</del></p> <p><del>(7) to represent the Company in negotiating with or instituting legal proceedings against a director;</del></p> <p><del>(8) to suggest company hiring auditors, appoint auditor to investigate company's accounts and report to CSRC or other regulation administrations.;</del></p> <p><del>(9) other functions and powers provided for in the Articles of Association of the Company.</del></p> <p><del>External supervisors shall report independently to the shareholders' meeting on whether the senior officers perform their duties honestly and diligently.</del></p> <p><del>Supervisors shall attend meetings of the board of directors as non-voting attendants.</del></p>
Article 127.	<p>Methods of participation of Supervisory committee is physical meeting, a valid meeting need more than 50% members as sufficient quorum.</p> <p>Resolution of supervisory committee shall be passed by more than two-third of members voting for it.</p>	Article 98.	<p><del>Methods of participation of Supervisory committee is physical meeting, a valid meeting need more than 50% members as sufficient quorum.</del></p> <p><del>Resolution of supervisory committee shall be passed by more than two third of members voting for it.</del></p> <p><b>When the Audit Committee makes a resolution, it shall be approved by more than half of all the members of the Audit Committee.</b></p>
Article 128.	<p>The reasonable expenses incurred by the board of supervisors in the employment of professionals such as lawyers, registered accountants, practicing auditors, etc. in the exercise of its functions and powers shall be borne by the Company. These expenses include transportation fee from supervisor's office to meeting address (if difference address), meal allowance, rentals, etc.</p>	Article 99.	<p><del>The reasonable expenses incurred by the board of supervisors in the employment of professionals such as lawyers, registered accountants, practicing auditors, etc. in the exercise of its functions and powers shall be borne by the Company. These expenses include transportation fee from supervisor's office to meeting address (if difference address), meal allowance, rentals, etc.</del></p>

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

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			For the voting on a resolution of the Audit Committee, each member of the Audit Committee shall have one vote only.
Article 129.	Supervisors shall carry out his duties honestly and faithfully in accordance with laws, administrative regulations and the Company's Articles of Association.	-	Deleted
-	Newly-added	-	<b>CHAPTER 15: THE NOMINATION COMMITTEE</b>
-	Newly-added	Article 100.	A Nomination Committee shall be established under the Board of Directors.
-	Newly-added	Article 101.	The nomination committee shall be composed of three members, the majority of whom shall be independent non-executive Directors, and the Chairman (convenor) of the committee shall be an independent non-executive Director.
-	Newly-added	Article 102.	The nomination committee shall perform its duties in accordance with the Terms of Reference of the Nomination Committee and the Company Law.
-	Newly-added	Article 103.	When the nomination committee makes a resolution, it shall be approved by more than half of all the members of the nomination committee.
-	Newly-added	Article 104.	For the voting on a resolution of the nomination committee, each member of the nomination committee shall have one vote only.
-	Newly-added	-	<b>CHAPTER 16: THE REMUNERATION COMMITTEE</b>
-	Newly-added	Article 105.	A Remuneration Committee shall be established under the board of directors.
-	Newly-added	Article 106.	The remuneration committee shall be composed of three members, the majority of whom shall be independent non-executive Directors, and the Chairman (convenor) of the committee shall be an independent non-executive Director.

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
-	Newly-added	Article 107.	The remuneration committee shall perform its duties in accordance with the Terms of Reference of the remuneration committee and the Company Law.
-	Newly-added	Article 108.	When the remuneration committee makes a resolution, it shall approved by more than half of all the members of the remuneration committee.
-	Newly-added	Article 109.	For the voting on a resolution of the remuneration committee, each member of the remuneration committee shall have one vote only.
-	CHAPTER 16: THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR OFFICERS OF THE COMPANY	-	CHAPTER <del>17</del> <b>16</b> : THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS, <del>SUPERVISORS,</del> GENERAL MANAGER AND OTHER SENIOR OFFICERS OF THE COMPANY
Article 130.	<p>A person may not serve as a director, supervisor, general manager or any other senior officer of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which disrupt the social economic order, or a person who has been deprived of his political rights;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked due to violation of law and who are personally liable therefor;</p>	Article 110.	<p>A person may not serve as a director, <del>supervisor,</del> or general manager or any other senior officer of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) <del>a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which disrupt the social economic order, or a person who has been deprived of his political rights;</del> a person who has been sentenced to criminal punishment due to an offense of corruption, bribery, misappropriation of property or diversion of property or disrupting the order of the socialist market economy, or deprived of political rights for committing a crime, and where not more than five years have elapsed since the expiration of the period of punishment, or two years have not elapsed since the expiration of the probation period for suspended sentence, if applicable;</p>



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(5) a person who has a relatively large amount of debts which have become overdue;</p> <p>(6) a person who is currently under investigation by judicial organs for violation of criminal law;</p> <p>(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;</p> <p>(8) a person other than a natural person;</p> <p>(9) a person who has been convicted Not more than five years by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly</p>		<p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise <b>and three (3) years not elapsed since the date of the completion of its bankruptcy and liquidation;</b></p> <p>(4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked due to violation of law <b>and which was ordered to close due to a violation of the law</b> and who are personally liable therefor <b>and three (3) years have not elapsed since the date of the revocation of the business license thereof or the order for its closure;</b></p> <p>(5) a person who has a relatively large amount of debts which have become overdue <b>and was listed as a dishonest party subject to enforcement by the people's court;</b></p> <p><del>(6) a person who is currently under investigation by judicial organs for violation of criminal law;</del></p> <p><del>(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;</del></p> <p><del>(8) a person other than a natural person;</del></p> <p><del>(9) a person who has been convicted Not more than five years by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>Where any director or any general is elected or appointed, manager or senior manager is employed in violation of the provisions in the preceding paragraph, such elections, appointments, or employment shall be invalid.</p> <p>In the event that the circumstances stipulated in the preceding paragraph arise during the term of appointment of directors, general manager or senior management, the Company shall dismiss the appointment.</p>
Article 131.	The validity of an act carried out by a director, the general manager, deputy general managers, financial controller or other senior officers of the Company on behalf of the Company as against a bona fide third party, shall not be affected by any irregularity in his office, election or any defect in his qualification.	-	Deleted
Article 132.	<p>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors, general manager and other senior officers owes a duty to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:</p> <p>(1) not to cause the Company to exceed the scope of business stipulated in its business licence;</p> <p>(2) to act honestly and in the best interests of the Company;</p> <p>(3) not to expropriate the Company's property in any way, including (but not limited to) usurpation of opportunities which benefit the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (but not limited to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with the Company's Articles of Association.</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
-	Newly-added	Article 111.	<p>Directors and officers shall have a duty of loyalty to the Company, and take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their powers to pursue improper interests.</p> <p>Directors, supervisors, and senior managers shall have an obligation of diligence to the company, and exercise reasonable care that managers shall ordinarily exercise, in the best interests of the company in performing their duties.</p>
Article 133.	Each of the Company’s directors, supervisors, general manager and other senior officers owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Article 112.	<p>The directors and senior managers shall comply with the laws, administrative regulations, and these Articles of Association.</p> <p><del>Each of the Company’s directors, supervisors, general manager and other senior officers owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</del></p>
Article 134.	<p>Each of the Company’s directors, supervisors, general manager and other senior officers shall exercise his powers or perform his duties in accordance with the fiduciary duty towards the Company; and shall not put himself in a position where his duty and his interest may conflict. This fiduciary duty includes (without limitation) discharging the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to act within the scope of his powers and not to exceed such powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his discretion;</p>	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(5) unless otherwise provided for in the Company's Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract,</p> <p>(6) not to use the Company's property for his own benefit, without the informed consent of the shareholders given in a general meeting;</p> <p>(7) not to exploit his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (but not limited to) opportunities which benefit the Company;</p> <p>(8) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;</p> <p>(9) to comply with the Company's Articles of Association, to perform his official duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests;</p> <p>(10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;</p> <p>(11) not to misappropriate the Company's funds or to lend such funds to any other person, not to use the Company's assets to set up deposit accounts in his own name or in any other name or to use such assets to guarantee the debts of a shareholder of the Company or any other personal liabilities;</p>		

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>(12) not to release any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <p>(i) disclosure is made under compulsion of law;</p> <p>(ii) public interests so warrants;</p> <p>(iii) the interests of the relevant director, supervisor, general manager or other senior officer so requires.</p>		
Article 135.	<p>Each director, supervisor, general manager and other senior officer of the Company shall not direct the following persons or institutions ("associates") to act in a manner which such director, supervisor, general manager and other senior officer himself is prohibited from so acting:</p> <p>(1) the spouse or minor child of the director, supervisor, general manager or other senior officer;</p> <p>(2) the trustee of the director, supervisor, general manager or other senior officer or of any person described in sub-paragraph (1) above;</p> <p>(3) the partner of that director, supervisor, general manager or other senior officer or any person referred to in sub-paragraphs (1) and (2) of this Article;</p> <p>(4) a company in which that director, supervisor, general manager or other senior officer, whether alone or jointly with one (1) or more of the persons referred to in sub-paragraphs (1), (2) and (3) of this Article and other directors, supervisors, general manager and other senior officers, has de facto controlling interest;</p>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	(5) the directors, supervisors, general manager and other senior officers of a company which is being controlled in the manner set out in subparagraph (4) above.		
-	Newly-added	Article 113.	<p><b>No director or senior manager may commit any of the following acts:</b></p> <p>(1) Embezzling Company property and misappropriating the Company's funds;</p> <p>(2) Depositing the Company's fund into an account under his own name or any other individual's name;</p> <p>(3) Taking advantage of his power to accept bribes or other illegal income;</p> <p>(4) Taking commissions on the transactions between others and the Company as his own;</p> <p>(5) Disclosing the Company's confidential information without authorization;</p> <p>(6) Other acts inconsistent with the obligation of fidelity to the Company.</p>
Article 136.	The fiduciary duties of the directors, supervisors, general manager and other senior officers of the Company do not necessarily cease with the termination of their tenure. The duty of confidentiality in respect of trade secrets of the Company survives the termination of their tenure for a period of 5 years. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the circumstances and the terms under which the relationship between the relevant director, supervisor, general manager and other senior officer on the one hand and the Company on the other hand was terminated.	-	Deleted
-	Newly-added	Article 114.	Where the Company intends to invest in any other enterprise or provide guarantee for others, the Company shall make a resolution through the

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>board of directors or the shareholders' meeting. Except for the matters that are required to be approved by the shareholders' meeting under these Articles of Association, all other matters shall be approved by the resolution of the Board of directors.</p> <p>If the Company intends to provide guarantee to a shareholder or actual controller of the Company, it shall make a resolution through the shareholder's meeting.</p> <p>The shareholder as mentioned in the preceding paragraph or the shareholder controlled by the actual controller as mentioned in the preceding paragraph shall not participate in voting on the matters as mentioned in the preceding paragraph. Such matters shall be passed by resolution of more than half of the other shareholders attending the meeting.</p>
Article 137.	Subject to Article 53 hereof, a director, supervisor, general manager or other senior officer of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting.	Article 115.	<p><del>Subject to Article 53 hereof, a director, supervisor, general manager or other senior officer of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting.</del></p> <p>The income received by any director or senior manager in violation of Articles 181 to 184 of the Company Law shall belong to the Company.</p>
Article 138.	Where a director, supervisor, general manager or other senior officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefore is otherwise subject to the approval of the board of directors.	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>Unless the interested director, supervisor, general manager or other senior officer discloses his interests in accordance with the preceding subparagraph of this Article and he is not counted as part of the quorum and refrains from voting, such 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 officer.</p> <p>A director, supervisor, general manager or other senior officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</p> <p>A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting.</p> <p>The “associate” have the meaning as defined in the listing rules of the Stock Exchange.</p>		
Article 139.	<p>Where a director, supervisor, general manager or other senior officer of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient declaration of his interests, 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 question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.</p>	–	Deleted
Article 140.	<p>The Company shall not pay taxes for or on behalf of a director, supervisor, general manager or other senior officer in any manner.</p>	–	Deleted



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

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
-	Newly-added	Article 116.	<b>If the shareholders' meeting requires a director or senior manager to attend the meeting, the director or senior manager shall do so and shall answer the shareholders' inquiries.</b>
Article 141.	<p>The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor, general manager or other senior officer of the Company or of the Company's holding company or any of their respective associates. The foregoing prohibition shall not apply to the following circumstances:</p> <p>(1) the provision by the Company of a loan or a guarantee in connection with the making of a loan to its subsidiary;</p> <p>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds available to any of its directors, supervisors, general manager and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in a general meeting;</p> <p>(3) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, general manager and other senior officers or their respective associates in the ordinary course of its business on normal commercial terms.</p>	-	Deleted
Article 142.	Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
Article 143.	<p>A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 141(1) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(1) the guarantee was provided in connection with a loan which was made to an associate of any of the directors, supervisors, general manager and other senior officers of the Company or of the Company's holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan; or</p> <p>(2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	–	Deleted
Article 144.	For the purposes of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the obligor's performance of his obligations.	–	Deleted
Article 145.	<p>In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager or other senior officer of the Company breaches the duties which he owes to the Company, the Company has a right:</p> <p>(1) to demand such director, supervisor, general manager or other senior officer to compensate it for losses sustained by the Company as a result of such breach;</p> <p>(2) to rescind any contract or transaction which has been entered into between the Company and such director, supervisor, general manager or other senior officer or between the Company and a third party (where such third party knows or should have known that such director, supervisor, general manager other senior officer representing the Company has breached his duties owed to the Company);</p>	–	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>(3) to demand such director, supervisor, general manager or other senior officer to account for profits made as result of the breach of his duties;</p> <p>(4) to recover any monies which should have been received by the Company and which were received by such director, supervisor, general manager or other senior officer instead, including (without limitation) commissions; and</p> <p>(5) to demand repayment of interest earned or which may have been earned by such director, supervisor, general manager or other senior officer on monies that should have been paid to the Company.</p>		
Article 146.	<p>The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments may include:</p> <p>(1) emoluments in respect of his service as director, supervisor or senior officer of the Company;</p> <p>(2) emoluments in respect of his service as director, supervisor or senior officer of any subsidiary of the Company;</p> <p>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(4) payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office.</p> <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</p>	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
Article 147.	<p>The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the Company's directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement pro-rata to such person's emoluments and term as director or supervisor. For the purposes of this paragraph, the acquisition of the Company includes any of the following:</p> <p>(1) an offer made by any person to the general body of shareholders;</p> <p>(2) an offer made by any person with a view to the offer or becoming a "controlling shareholder" within the meaning of Article 54 hereof.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.</p>	-	Deleted
-	Newly-added	Article 117.	<b>Where any director or senior manager violates any law, administrative regulation, or the provisions of these Articles of Association during the course of performing his duties and causes loss to the Company, he shall be liable for compensation.</b>
-	Newly-added	Article 118.	<b>Where a director or senior manager falls under the circumstances as mentioned in the preceding article, the shareholder(s) of the Company separately or aggregately holding 1% or more of the total shares of the Company for 180 consecutive days or more may request in writing the audit committees to initiate proceedings in the people's court. If a member of the audit committees falls under the circumstance as mentioned in the preceding article, the aforesaid</b>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			shareholder(s) may request in writing the board of directors to initiate proceedings in the people's court.
-	Newly-added	Article 119.	The remuneration assessment methods for directors and senior management of the Company shall be determined by the regulatory authority, the shareholders' meeting, the board of directors and the remuneration committee of the board of directors respectively in accordance with their respective terms of reference and relevant regulations.
-	Newly-added	-	<b>CHAPTER 18: DEMOCRATIC MANAGEMNET OF WORKERS AND LABOR PERSONNEL SYSTEM</b>
-	Newly-added	Article 120.	<p>The Company shall exercise democratic management in accordance with the "Constitution of the People's Republic of China" and relevant laws. The company shall establish trade union organizations according to law, carry out trade union activities, and safeguard the legitimate rights and interests of employees. The Company shall provide the necessary conditions for the activities of the trade union organization.</p> <p>The Company shall establish and improve the democratic management system with the workers' congress as the basic form in accordance with law, and carry out democratic management through the workers' congress or other forms.</p>
-	Newly-added	Article 121.	The Company shall abide by PRC laws, regulations, provisions on labor protection and work safety, implement relevant state policies, and protect the legitimate rights and interests of labor. The Company shall, according to PRC laws, regulations, provisions and other policies on labor and personnel, and in light of the actual situation of the Company, formulate labor and personnel relevant systems.
Article 149.	The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be examined and verified according to law.	Article 123.	The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be <b>audited by an accounting firm</b> <del>examined and verified</del> according to law.

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	Company's accounting period use calendar year. Company use RMB as booking currency. All accounts are booked in Chinese.		Company's accounting period use calendar year. Company use RMB as booking currency. All accounts are booked in Chinese.
Article 150.	The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare. Such reports must be verified and certified.	-	Deleted
Article 151.	<p>Company shall arrange for the notice to shareholders to be sent in the case of annual general meetings at least 20 clear business days before the meeting. Annual report includes director's report and balance sheet (as requested by relevant regulations), profit and loss statement and cash flow statement, or (without violating Chinese law and regulations) summary of financial report approved by Stock Exchange. Every shareholder has right to receive the financial report of the company.</p> <p>The Company shall deliver or send to each shareholder of Overseas listed foreign shares by prepaid mail at the address registered in the register of shareholders the said reports not later than twenty-one (21) days before the date of every annual general meeting of the shareholders.</p>	-	Deleted
Article 152.	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 the accounting standards regulated and allowed by the law and the rules of stock exchanges of the place outside the PRC 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, such difference shall be stated in the financial statements. In distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 153.	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 place overseas where the Company's shares are listed.	–	Deleted
Article 154.	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; the annual financial report shall be published within one hundred and twenty (120) days after the expiration of each fiscal year.	–	Deleted
Article 155.	<p>The Company shall not keep accounts other than those required by law.</p> <p>The accounts required by law shall be look by the directors and supervisors.</p>	Article 125.	<p>The Company shall not keep accounts other than those required by law.</p> <p>The accounts required by law shall be look by the directors <del>and supervisors.</del></p>
Article 156.	After completing interim and annual report, company shall make public announcement to comply with relevant Chinese law, regulation and Listing rule requirement.	Article 126.	<p><b>The Company shall publish its financial report twice in each financial year, that is, it shall disclose its annual financial report on a regular basis after the end of each financial year and its interim financial report on a regular basis after the end of the first half of each financial year in accordance with the Listing Rules and other laws and regulations.</b></p> <p><del>After completing interim and annual report, company shall make public announcement to comply with relevant Chinese law, regulation and Listing rule requirement.</del></p>
Article 157.	<p>All after tax profit shall be distributed as following orders:</p> <p>(1) make up losses;</p> <p>(2) Allocate statutory surplus fund.;</p> <p>(3) Allocate discretionary surplus fund;</p> <p>(4) Distribute ordinary share dividend</p>	Article 127.	<p>All after tax profit shall be distributed as following orders:</p> <p>(1) make up losses;</p> <p>(2) Allocate statutory surplus fund;</p> <p>(3) Allocate discretionary surplus fund;</p> <p>(4) Distribute ordinary share dividend.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>The specific distribution proportion mentioned in (3) and (4) are decided by the board on company's operation, also resolved by the general meeting.</p> <p>Authorized by annual general meeting, if sufficient earnings available, board may pay interim dividend without approval of general meeting.</p>		<p>The specific distribution proportion mentioned in (3) and (4) are decided by the board on company's operation, also resolved by the <b>shareholders' meeting</b>.<del>general meeting.</del></p> <p>Authorized by <b>the shareholders' meeting</b><del>annual general meeting</del>, if sufficient earnings available, board may pay interim dividend without approval of <b>shareholders' meeting</b><del>general meeting</del>.</p>
Article 160.	After making contribution to the statutory common reserve fund from its after-tax profits, the Company may, subject to resolutions adopted at a general meeting, make contributions to discretionary common reserve funds.	Article 130.	After making contribution to the statutory common reserve fund from its after-tax profits, the Company may, subject to resolutions adopted at a <b>shareholders' meeting</b> , make contributions to discretionary common reserve funds.
Article 162.	The surplus fund of a company shall be used to make up for the company's losses or to expand production and operation of the company, or shall be converted into an increase in the company's capital. However, the capital surplus fund shall not be used for making up the losses of the company. The statutory surplus fund can be converted to capital with general meeting's approval, the remaining amount of such surplus fund shall not be less than 25 percent of the registered capital prior to such conversion.	Article 132.	<p>The surplus fund of a company shall be used to make up for the company's losses or to expand production and operation of the company, or shall be converted into an increase in the company's capital. <b>Where the reserve funds are used to make up losses, the discretionary reserve funds and statutory reserve funds shall be used in priority; if not sufficient, the capital reserve funds may be used according to regulations.</b><del>However, the capital surplus fund shall not be used for making up the losses of the company.</del></p> <p>The statutory surplus fund can be converted to capital with the <b>approval at the shareholders' meeting</b> <del>general meeting's approval</del>, the remaining amount of such surplus fund shall not be less than 25 percent of the registered capital prior to such conversion.</p>
Article 163.	Under limited in Article 158, Article 159, Article 160 and Article 162, where general meeting has passed resolution to distribute annual dividend, such distribution shall be completed within 2 months after the date of the general meeting. But interim dividend declared is not limited by above time line.	Article 133.	<p><del>Under limited in Article 158, Article 159, Article 160 and Article 162, where general meeting has passed resolution to distribute annual dividend, such distribution shall be completed within 2 months after the date of the general meeting. But interim dividend declared is not limited by above time line.</del></p> <p><b>Under limited in Article 128, Article 129, Article 130 and Article 132, If a shareholders' meeting adopts a resolution to distribute profit, the board</b></p>



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			of directors shall make distributions within six months from the date of the resolution of the shareholders' meeting.
Article 165.	Board may declare interim dividend with general meeting's authorization.	Article 135.	Board may declare interim dividend with <b>authorization by shareholders' meeting</b> <del>general meeting's authorization.</del>
Article 168.	<p>The Company shall appoint an independent and internationally well known firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual report and review the Company's other financial reports.</p> <p>The first accountancy firm of the Company may be appointed before the first annual general meeting of the Company at the inaugural meeting. Accountancy firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.</p>	Article 138.	<p>The Company shall appoint an independent and internationally well known firm of accountants which is qualified under the relevant regulations of the State to audit the Company's annual report and review the Company's other financial reports.</p> <p><del>The first accountancy firm of the Company may be appointed before the first annual general meeting of the Company at the inaugural meeting. Accountancy firm so appointed shall hold office until the conclusion of the first annual general meeting.</del></p> <p><del>If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.</del></p>
-	Newly-added	Article 139.	The appointment of an accounting firm by the Company must be decided by the shareholders' meeting, and the board of directors may not appoint an accounting firm before the decision is made by the shareholders' meeting.
-	Newly-added	Article 140.	The Company shall provide the accounting firm it appoints with truthful and complete accounting vouchers, accounting books, financial and accounting statements, and other accounting materials, and shall not refuse, conceal any of the materials, or make any false statements.

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 170.	<p>The accountancy firm appointed by the Company shall enjoy the following rights:</p> <p>(1) a right to review to the books, records and vouchers of the Company at any time, the right to require the directors, general manager and other senior officers of the Company to supply relevant information and explanations;</p> <p>(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties;</p> <p>(3) a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accountancy firm.</p>	-	Deleted
Article 171.	<p>If there is a vacancy in the position of accountant of the Company, the board of directors may appoint an accountancy firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accountancy firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.</p>	-	Deleted
Article 172.	<p>The shareholders in a general meeting may by ordinary resolution remove the Company's accountancy firms before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the Company's accountant firm. However, the accountancy firm's right to claim for damages which arise from its removal shall not be affected thereby.</p>	Article 142.	<p>The shareholders in <del>the shareholders'</del> <b>the shareholders'</b> a general meeting may by ordinary resolution remove the Company's accountancy firms before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the Company's accountant firm. However, the accountancy firm's right to claim for damages which arise from its removal shall not be affected thereby.</p>
Article 173.	<p>The remuneration of an accountancy firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. Notwithstanding the foregoing, the</p>	Article 143.	<p>The remuneration of an accountancy firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in <del>the shareholders'</del> <b>the shareholders'</b> a general meeting. <del>Notwithstanding</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	remuneration of an accountancy firm appointed by the board of directors shall be determined by the board of directors.		<del>the foregoing, the remuneration of an accountancy firm appointed by the board of directors shall be determined by the board of directors.</del>
Article 174.	<p>The Company’s appointment, removal or non-reappointment of an accountancy firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Counsel.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint as accountant a person other than an incumbent accountancy firm to fill a casual vacancy in the office of accountant, to reappoint as accountant a retiring accountancy firm that was appointed by the board of directors to fill a casual vacancy, or to dismiss an accountancy firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accountancy firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).</p> <p>(2) If the accountancy firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures:</p> <p>(a) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</p> <p>(b) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Company’s Articles of Association.</p>	Article 144.	<p><del>The Company’s appointment, removal or non-reappointment of an accountancy firm shall be resolved by the shareholders in a <b>shareholders’</b> general meeting. Such resolution shall be filed with the securities authority of the State Counsel.</del></p> <p><del>Where a resolution at a general meeting of shareholders is passed to appoint as accountant a person other than an incumbent accountancy firm to fill a casual vacancy in the office of accountant, to reappoint as accountant a retiring accountancy firm that was appointed by the board of directors to fill a casual vacancy, or to dismiss an accountancy firm before the expiration of its term of office, the following provisions shall apply:</del></p> <p><del>(1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accountancy firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).</del></p> <p><del>(2) If the accountancy firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures:</del></p> <p><del>(a) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and</del></p> <p><del>(b) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Company’s Articles of Association.</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(3) If the Company fails to send out the accountancy firm’s representations in the manner set out in subparagraph (2) above, such accountancy firm may require that the representations be read out at the meeting.</p> <p>(4) An accountancy firm which is leaving its post shall be entitled to attend the following shareholders’ general meetings:</p> <p>(a) the general meeting at which its term of office would otherwise have expired;</p> <p>(b) the general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(c) the general meeting which convened as a result of its resignation, and to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which concerns it as former auditor of the Company.</p>		<p><del>(3) If the Company fails to send out the accountancy firm’s representations in the manner set out in subparagraph (2) above, such accountancy firm may require that the representations be read out at the meeting.</del></p> <p><del>(4) An accountancy firm which is leaving its post shall be entitled to attend the following shareholders’ general meetings:</del></p> <p><del>(a) the general meeting at which its term of office would otherwise have expired;</del></p> <p><del>(b) the general meeting at which it is proposed to fill the vacancy caused by its removal; and</del></p> <p><del>(c) the general meeting which convened as a result of its resignation, and to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which concerns it as former auditor of the Company.</del></p> <p><del>The accountancy firm which is leaving its post shall be entitled to receive all notices and other communications relating to the aforementioned meeting, and to speak at the aforementioned meeting on matters in relation to its role as the Company’s former accountancy firm.</del></p>
Article 175.	<p>Prior notice should be given to the accountancy firm if the Company decides to remove such accountancy firm or not to renew the appointment hereof. Such accountancy firm shall be entitled to make representations at he shareholders’ general meeting. Where the accountancy firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>(1) An accountancy firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on</p>	Article 145.	<p>Prior notice should be given to the accountancy firm if the Company decides to remove such accountancy firm or not to renew the appointment hereof. Such accountancy firm shall be entitled to make representations at <b>the</b> shareholders’ <del>general</del> meeting. Where the accountancy firm resigns from its position, it shall make clear to the shareholders in <b>the shareholders’ a general</b> meeting whether there has been any impropriety on the part of the Company.</p> <p><del>(1) An accountancy firm may resign its office by depositing at the Company’s legal address a resignation notice which shall become effective on</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(a) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(b) a statement of any such circumstances.</p> <p>(2) The Company shall, within fourteen (14) days after receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company should also send a copy of such statement by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders.</p> <p>(3) Where the accountancy firm’s notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders’ extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>		<p><del>the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</del></p> <p><del>(a) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</del></p> <p><del>(b) a statement of any such circumstances.</del></p> <p><del>(2) The Company shall, within fourteen (14) days after receipt of the notice referred to in the preceding paragraph, send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding sub paragraph (2), a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company should also send a copy of such statement by prepaid mail to every shareholder of Overseas Listed Foreign Shares at the address registered in the register of shareholders.</del></p> <p><del>(3) Where the accountancy firm’s notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders’ extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</del></p>
Article 176.	<p>In the event of the merger or division of the Company, a plan shall be presented by the Company’s board of directors and shall be approved in accordance with the procedures stipulated in the Company’s Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders’ shareholding at a fair price.</p>	Article 146.	<p>In the event of the merger or division of the Company, a plan shall be presented by the Company’s board of directors and shall be approved in accordance with the procedures stipulated in the Company’s Articles of Association. The Company shall then go through the relevant approval process. A shareholder who objects to the plan of merger or division <b>made by the shareholders’ meeting</b> shall have the right to demand the Company <del>or the shareholders who consent to the plan of merger or division</del> to acquire such dissenting shareholders’ shareholding <del>at a fair price.</del></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent by mail to holders of Overseas listed foreign shares.</p>		<p><del>The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company.</del> Such special documents shall be <b>delivered in a manner permitted under the Listing Rules</b> <del>sent by mail</del> to holders of Overseas listed foreign shares.</p>
<p>Article 177.</p>	<p>The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's merger resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company's merger resolution. The creditors may require the Company pay for the debt or provide corresponding guarantee during the thirty (30) days after receiving the notice or fifty-five (45) days after the public notice in a newspaper.</p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>	<p>Article 147.</p>	<p>The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p><b>Where the Company merges with a company of which it holds 90% or more of its shares, the merged company is not required to obtain approval by resolution of its shareholders' meeting, but shall notify other shareholders who have the right to request the Company to buy its equities or shares at a reasonable price.</b></p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's merger resolution and shall publish a public notice in a newspaper <b>or the National Enterprise Credit Information Publicity System</b> within thirty (30) days of the date of the Company's merger resolution. The creditors may require the Company pay for the debt or provide corresponding guarantee during the thirty (30) days after receiving the notice or fifty-five (45) days after the public notice <del>in a newspaper</del><b>foresaid.</b></p> <p>Upon the merger, rights in relation to debtors and indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.</p>
<p>Article 178.</p>	<p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of</p>	<p>Article 148.</p>	<p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s division resolution and shall publish a public notice in a newspaper within thirty (30) days of the date of the Company’s division resolution.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>		<p>assets. The Company shall notify its creditors within ten (10) days of the date of the Company’s division resolution and shall publish a public notice in a newspaper <b>or the National Enterprise Credit Information Publicity System</b> within thirty (30) days of the date of the Company’s division resolution.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division in accordance with the agreement of the parties.</p>
Article 180.	<p>The Company shall be dissolved and liquidated upon the occurrence of any of the following events::</p> <p>(1) upon the expiration of its term of operation;</p> <p>(2) if the shareholders’ general meeting resolves to dissolve the Company;</p> <p>(3) if dissolution is necessary as a result of the merger or division of the Company;</p> <p>(4) if the Company is declared bankrupt according to law because it is unable to pay its debts upon maturity; or</p> <p>(5) if the Company is lawfully ordered to close down as a result of violation of company laws article 182 by the court.</p>	Article 150.	<p>The Company shall be dissolved and liquidated upon the occurrence of any of the following events::</p> <p>(1) upon the expiration of its term of operation;</p> <p>(2) if the shareholders’ <del>general</del> meeting resolves to dissolve the Company;</p> <p>(3) if dissolution is necessary as a result of the merger or division of the Company;</p> <p>(4) if the <b>business licence of the</b> Company is <del>declared bankrupt</del> <b>revoked and the Company is ordered to close or is rescinded</b> according to law <del>because it is unable to pay its debts upon maturity;</del></p> <p>or</p> <p>(5) if the Company is lawfully ordered to close down as a result of violation of company laws article <del>231+82</del> <b>231+82</b> by the court.</p> <p><b>If the Company has a cause of dissolution specified in the preceding paragraph, it shall publicize the cause of dissolution on the National Enterprise Credit Information Publicity System within ten days.</b></p>
Article 181.	Company run into situation in previous Article (1), it shall make amendment to the company’s articles.	Article 151.	<p><b>If the Company run into situation in previous Article (1) or (2), and has not distributed property to shareholders, it shall may continue to exist by amending <del>amendments</del> to the company’s articles or by resolution of the shareholders’ meeting</b></p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>Resolutions made at general meeting on amendment to the company’s articles of association, shall be subject to adoption by the shareholders representing two-thirds or more of the voting rights.</p> <p>Where a company is confronted with serious difficulties in operation and management, its continued existence may cause grievous losses to the interests of its shareholders and the difficulties cannot be surmounted through other channels, the shareholders holding more than 10 percent of the total number of the voting rights held by all the shareholders of the company may request a people’s court to dissolve the company.</p>		<p><del>Resolutions</del> made at <b>shareholders’ general</b>-meeting on amendment to the company’s articles of association, shall be subject to adoption by the shareholders representing two-thirds or more of the voting rights.</p> <p>Where a company is confronted with serious difficulties in operation and management, its continued existence may cause grievous losses to the interests of its shareholders and the difficulties cannot be surmounted through other channels, the shareholders holding more than 10 percent of the total number of the voting rights held by all the shareholders of the company may request a people’s court to dissolve the company.</p>
Article 182.	<p>Where a company is dissolved because of the reasons specified in Subparagraph (1), (2), (4) or (5) of Article 180, it shall, within 15 days from the date the reasons for dissolution prevail, set up a liquidation team to begin liquidation. The liquidation team of a company with limited liability shall be composed of its shareholders; and the liquidation team of a company limited by shares shall be composed of its directors or the persons decided on by the shareholders general assembly. Where a company fails to set up a liquidation team to conduct liquidation at the expiration of the prescribed time limit, its creditors may apply to a people’s court for designating relevant persons to form a liquidation team for liquidation.</p> <p>Where company has been announced bankruptcy, liquidation process shall begin based on bankruptcy law.</p>	Article 152.	<p>Where a company is dissolved because of the reasons specified in Subparagraph (1), (2), (4) or (5) of Article <del>180</del><b>150</b>, it shall, within 15 days from the date the reasons for dissolution prevail, set up a liquidation team to begin liquidation. <b>The directors are the liquidation obligors of the Company, and the liquidation team shall be composed of directors, unless otherwise provided for by the Company’s Articles of Association or a resolution of the shareholders’ meeting.</b></p> <p><del>The liquidation team of a company with limited liability shall be composed of its shareholders; and the liquidation team of a company limited by shares shall be composed of its directors or the persons decided on by the shareholders general assembly. Where a company fails to set up a liquidation team to conduct liquidation at the expiration of the prescribed time limit, its creditors may apply to a people’s court for designating relevant persons to form a liquidation team for liquidation.</del></p> <p><b>Where the Company is liquidated in accordance with the preceding paragraph and fails to form a liquidation team for liquidation, or there is no liquidation after formation of a liquidation team within the specified period, an interested party may apply to the people’s court to designate</b></p>



**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
			<p>relevant persons to form a liquidation team for liquidation. The people's court shall accept such request and form a liquidation team to carry out the liquidation in a timely manner.</p> <p>If the Company is dissolved according to the provisions of paragraph 1(4) of Article 150 of these Articles of Association, the department or company registration authority that is responsible for the revocation of its business license, order its closure, or effect abolishment may plead the people's court to designate relevant persons to form a liquidation team.</p> <p>Where company has been announced bankruptcy, liquidation process shall begin based on bankruptcy law.</p>
Article 183.	<p>Where the board of directors proposes to liquidate the Company for any reason other than the Company's declaration of its own insolvency, 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 of directors 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 a general meeting for the liquidation of the Company, all functions and powers of the board of directors 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 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>	-	Deleted

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 184.	The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper.	Article 153.	<p>The liquidation committee shall, within ten (10) days of its establishment, <b>notify the creditors and make a public announcement on newspapers or the National Enterprise Credit Information Publicity System.</b>, <del>send notices to creditors and shall, within sixty (60) days of its establishment, publish a public announcement in a newspaper.</del> <b>Creditors shall, within 30 days since the date of receiving a notice or within 45 days since the date of the public announcement for those who have not received a notice, report their creditors' rights to the liquidation committee.</b></p> <p><b>When reporting creditors' rights, the creditor shall provide an explanation of matters relevant to the creditor's rights and shall provide evidentiary materials. The liquidation committee shall register the creditors' rights.</b></p> <p><b>During the period in which the creditors declare their rights, the liquidators shall not pay off creditors.</b></p>
Article 185.	<p>During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <p>(1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(2) to notify the creditors or to publish public announcements;</p> <p>(3) to dispose of and liquidate any unfinished businesses of the Company;</p> <p>(4) to pay all outstanding taxes;</p> <p>(5) to settle claims and debts;</p>	Article 154.	<p>During the liquidation period, the liquidation committee shall exercise the following functions and powers:</p> <p>(1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;</p> <p>(2) to notify the creditors or to publish public announcements;</p> <p>(3) to dispose of and liquidate any unfinished businesses of the Company;</p> <p>(4) to pay all outstanding taxes <b>and the taxes incurred in the process of liquidation;</b></p> <p>(5) to settle claims and debts;</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	<p>(6) to deal with the surplus assets remaining after the Company's debts have been repaid;</p> <p>(7) to represent the Company in any civil proceedings.</p>		<p>(6) to distribute the assets remaining after the Company's debts have been repaid <del>to deal with the surplus assets remaining after the Company's debts have been repaid;</del></p> <p>(7) to represent the Company in any civil proceedings.</p>
Article 186.	<p>After it has sorted out the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or to the relevant governing authority for confirmation.</p> <p>After the payment of liquidation expenses with priority, the Company's assets shall be distributed in accordance with the following sequence:</p> <p>(i) salaries and labour insurance expenses of employees of the Company;</p> <p>(ii) outstanding taxes;</p> <p>(iii) debts of the Company.</p> <p>Where a receiver has been appointed, no one without receiver's permission allow to allocate company's property. During the liquidation period, the Company shall not commence any new business activities.</p> <p>Any surplus assets of the Company remaining after payment referred to in the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held in the following sequence:</p> <p>(1) In the case of preferential shares, distribution shall be made to holders of such preferential shares according to the par value thereof; if the surplus assets are not sufficient to repay the amount of preferential shares in full, the distribution shall be made to holders of such shares in proportion to their respective shareholdings.</p>	Article 155.	<p>After it has sorted out the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' <del>general</del> meeting or to the relevant governing authority for confirmation.</p> <p>After the payment of liquidation expenses with priority, the Company's assets shall be distributed in accordance with the following sequence:</p> <p>(i) salaries and labour insurance expenses of employees of the Company;</p> <p>(ii) outstanding taxes;</p> <p>(iii) debts of the Company.</p> <p>Where a receiver has been appointed, no one without receiver's permission allow to allocate company's property. During the liquidation period, the Company shall not commence any new business activities.</p> <p>Any surplus assets of the Company remaining after payment referred to in the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held in the following sequence:</p> <p>(1) In the case of preferential shares, distribution shall be made to holders of such preferential shares according to the par value thereof; if the surplus assets are not sufficient to repay the amount of preferential shares in full, the distribution shall be made to holders of such shares in proportion to their respective shareholdings.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	(2) In the case of ordinary shares, distribution shall be made to holders of such shares in proportion to their respective shareholdings.		(2) In the case of ordinary shares, distribution shall be made to holders of such shares in proportion to their respective shareholdings.
Article 187.	Members of a liquidation team shall be devoted to their duties and perform their liquidation obligations according to law. Members of a liquidation team shall not take advantage of their functions and powers to accept bribes or other illegal income, or to take illegal possession of the property of the company. Where a member of the liquidation team causes losses to the company or its creditors intentionally or through gross negligence, he shall be liable for compensation.	Article 156.	<p><b>The members of a liquidation team shall perform the duty of liquidation and have obligations of fidelity and diligence.</b></p> <p><b>Members of the liquidation team shall bear the liability for damages suffered by the Company due to their failure to perform the obligations of liquidation; members of the liquidation team shall bear the liability for damages suffered by creditors due to their intentional or grossly negligent conducts.</b></p> <p><del>Members of a liquidation team shall be devoted to their duties and perform their liquidation obligations according to law. Members of a liquidation team shall not take advantage of their functions and powers to accept bribes or other illegal income, or to take illegal possession of the property of the company. Where a member of the liquidation team causes losses to the company or its creditors intentionally or through gross negligence, he shall be liable for compensation.</del></p>
Article 188.	<p>If after putting the Company’s assets in order and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company, the liquidation committee discovers that the Company’s assets are insufficient to repay the Company’s debts in full, the liquidation committee shall immediately apply to the People’s Court for a declaration of insolvency.</p> <p>After a Company is declared insolvent by a ruling of the People’s Court, the liquidation committee shall transfer all matters arising from the liquidation to the People’s Court.</p>	Article 157.	<p>If after putting the Company’s assets in order and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company, the liquidation committee discovers that the Company’s assets are insufficient to repay the Company’s debts in full, the liquidation committee shall immediately apply to the People’s Court for a declaration of insolvency.</p> <p>After <del>a Company is declared insolvent by a ruling of</del> the People’s Court <b>accepts the bankruptcy application</b>, the liquidation committee shall transfer all matters arising from the liquidation to <b>the trustee in bankruptcy designated by the</b> People’s Court. °</p>
Article 189.	Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received	Article 158.	Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
	and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the relevant governing authority for confirmation.		and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' <del>general</del> meeting or the relevant governing authority for confirmation.  <b>The liquidation team shall, within 30 days from the date of confirmation by the shareholders' meeting or the people's court, submit the aforementioned documents to the company registration authority, apply for cancellation of the Companies registration and announce the termination of the Company.</b>
-	CHAPTER 22: PROCEDURES FOR AMENDMENT OF THECOMPANY'S ARTICLES OF ASSOCIATION	-	Deleted
Article 190.	The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations and the Company's Articles of Association.	-	Deleted
Article 191.	Amendment of the Company's Articles of Association which involve the contents of the Mandatory Provisions of Overseas-Listed Companies' Articles of Association shall become effective upon receipt of approvals from the companies approving department authorized by the State Council. Where amendments of the Articles of Association involve the registered particulars of the Company, procedures for alteration of registration shall be handled in accordance with the law.	-	Deleted
-	CHAPTER 23: DISPUTE RESOLUTION	-	Deleted
Article 192.	The Company shall abide by the following principles for dispute resolution:  (1) Whenever any disputes or claims arise between: holders of the Overseas listed foreign shares and the Company; holders of the Overseas listed foreign shares and the Company's directors, supervisors, general manager or other senior officers; or holders of the Overseas listed foreign shares and holders of Domestic shares and holders of other Foreign-Invested Shares, in respect of any rights or	-	Deleted

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

<b>No. of the existing articles</b>	<b>Original Articles</b>	<b>No. of the amended articles</b>	<b>Amended Articles</b>
	<p>obligations arising from these Articles of Association, the Company Law or any rights or obligations conferred or imposed by the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is 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 dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, directors, supervisors, general manager, or other senior officers of the Company, comply with the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p> <p>(2) Arbitration shall be carried out at either the China International Economic or Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>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. The laws of the PRC shall apply to these Articles of Association, save as otherwise provided in the laws and administrative regulations.</p> <p>(3) The award of an arbitral body shall be final and conclusive and binding on all parties.</p>		

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

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
-	Newly-added	-	CHAPTER 24: THE METHODS FOR ISSUING NOTICES OR PUBLIC ANNOUNCEMENTS OF THE COMPANY
-	Newly-added	Article 159.	<p>Any notices issued as “announcements” or “advertisements” under these Articles of Association shall comply with the rules of the stock exchange in the place of listing of the Company.</p> <p>Subject to the applicable laws and regulations of the PRC and other relevant jurisdictions and compliance with the listing rules of the stock exchange in the place of listing of the Company, any notices, communications or other documents of the Company (hereinafter referred to as “Corporate Communication”) may be transmitted and served by electronic means of communication including, to the extent permitted by the applicable laws and regulations, by posting it on the website of the Company and/or the website of the stock exchange in the place of the listing of the Company (“Website Publication”), and the shareholders and other relevant parties shall be deemed to have consented to the transmission and service of the Corporate Communications by electronic means.</p> <p>Where a relevant Corporate Communication (other than in the form of a Website Publication) is sent by electronic means of communication, it shall be deemed to have been served on the day on which it is transmitted from the server of the Company or its agent. The relevant Corporate Communication shall be deemed to have been transmitted and served by electronic means of communication once it is published in the form of Website Publication, and the date of service shall be the day on which it is so published and the shareholders and other relevant persons shall be deemed to have received such corporate communication.</p>

**APPENDIX I**

**PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No. of the existing articles	Original Articles	No. of the amended articles	Amended Articles
Article 194.	The board of directors of the Company shall be responsible for the interpretation of these Articles of Association, and the shareholders in general meeting shall have the right to amend the Articles of Association.	Article 161.	The board of directors of the Company shall be responsible for the interpretation of these Articles of Association, and the shareholders' <del>in general</del> meeting shall have the right to amend the Articles of Association.
Article 196.	<p>Notice published by way of Announcement or Advertisement, clauses requested to be published in newspaper or magazine, all of which need to comply with local exchange regulations and published in designated newspaper or website.</p> <p>Without violating Chinese law and regulations and listing rules of local stock exchange, any notice, communications or other documents (including courier mail or post paid mail mentioned in the article) (as “company communication”) may be sent via electronic ways. Within permission of relevant law and regulations, company communication may be published in company’s website or local listing stock exchange website. Company may send notice (definite notice) to shareholders and other related parties, notify company communication has been published in relevant websites. Definite notice may send to shareholders or other related parties under permitted ways written by the article. Where company communication (including definite notice) sent out via electronic communication, delivery day sending out of company’s server is considered as arrival day. Company communication published in company’s website or local listing stock exchange’s website, arrival day is considered as the day after definite notice received by shareholders and other related parties.</p>	-	Deleted
-	Newly-added	Article 164.	In these Articles of Association, reference to “Audit Committee (審計委員會)” shall have the same meaning as “Audit Committee (審核委員會)”

*Notes:* In addition to the proposed amendments shown in the above table, due to the addition or deletion of Articles and the adjustment of the order of Articles in the proposed amendments, the chapter numbers and serial numbers of the Articles of Association will be adjusted accordingly. For the changes in the serial numbers of the Articles that cross-reference to each other in the original Articles of Association, the amended Articles of Association will be updated accordingly.



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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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北京京客隆商業集團股份有限公司  
**BEIJING JINGKELONG COMPANY LIMITED\***  
(a joint stock limited company incorporated in the People's Republic of China)  
(Stock Code: 814)

### NOTICE OF 2023 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of 北京京客隆商業集團股份有限公司 (Beijing Jingkelong Company Limited\*) (the “**Company**”) for the year ended 31 December 2023 (the “**2023 Annual General Meeting**”) will be held at 9:00 a.m. on Friday, 28 June 2024 at the Conference Room, 4th Floor, Block No. 45, Xinyuan Street, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) for the purpose of considering the following matters. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 30 April 2024.

#### AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31 December 2023.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2023.
3. To consider and receive the audited consolidated financial statements of the Company and the Auditors’ Report for the year ended 31 December 2023.
4. To consider and approve the appointment of BDO CHINA Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所 (特殊普通合夥)) as the auditors of the Company for the period from the conclusion of the 2023 Annual General Meeting to the conclusion of the annual general meeting of the Company for the year ending 31 December 2024, and its remuneration of RMB1,500,000.
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2023:

As the net profit (loss) attributable to the shareholders of the parent company for the year ended 31 December 2023 was RMB(75,675,109), the Board of the Company proposed not to pay final dividend to its shareholders, which means there will be no cash dividend distribution, nor will the capital reserves be capitalized or other forms of distribution be made in respect of the year ended 31

\* For identification purposes only

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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December 2023 in order to ensure the continuous and stable operation and the long-term interest of the shareholders of the Company, after taking into account of the operating plans and capital needs of the Company in 2024.

### AS SPECIAL RESOLUTION:

To consider and, if thought fit, pass the following resolution as special resolution:

6. **“THAT:**

the amendments to the existing Articles of Association of the Company (the **“Articles of Association”**) (details of which are set out in Appendix I to the circular of the Company dated 30 April 2024) be and are hereby approved, and any one Director be and is hereby authorized to do all such things as are necessary in respect of or incidental to the amendments to the Articles of Association pursuant to the requirements (if any) of the relevant authorities of the People’s Republic of China (including but not limited to all applications, filings and registrations with the relevant authorities). (NOTE (H))”

By Order of the Board  
**Beijing Jingkelong Company Limited**  
**Zhang Liwei**  
*Chairman*

Beijing, the People’s Republic of China  
30 April 2024

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (**“H Shares”**) from Saturday, 22 June 2024 to Friday, 28 June 2024 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at the Company’s H-share Registrar and Transfer Office Computershare Hong Kong Investor Services Limited (**“the Company’s H-Share Registrar”**) at 4:30 p.m., the close of business on Friday, 21 June 2024 are entitled to attend and vote at the 2023 Annual General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the 2023 Annual General Meeting, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on Friday, 21 June 2024. The address of the Company’s H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

The Company will not process registration of transfers of the domestic shares of the Company (**“Domestic Shares”**) from Saturday, 22 June 2024 to Friday, 28 June 2024 (both days inclusive). Holders of Domestic Shares whose names appear on the register of shareholders of the Company at the close of business of Friday, 21 June 2024 are entitled to attend and vote at the 2023 Annual General Meeting. Holders of Domestic Shares should contact the secretary to the board (**“Secretary to the Board”**) of directors of the Company for details concerning registration of transfers of Domestic Shares.

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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The contact details of the Secretary to the Board are as follows:

3rd Floor  
Block No. 45, Xinyuan Street  
Chaoyang District, Beijing  
The People's Republic of China  
Telephone No.: 86(10) 6460 3046  
Facsimile No.: 86(10) 6461 1370

- (B) Each holder of H Shares entitled to attend and vote at the 2023 Annual General Meeting may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2023 Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (C) Holders of H Shares must use the proxy form of the Company for appointing a proxy and the appointment must be in writing. The proxy form must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the proxy form is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the 2023 Annual General Meeting on its behalf, the relevant proxy form must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the articles of association of the Company.
- (D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (C) above must be delivered to the Company's H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the 2023 Annual General Meeting.
- (E) Each holder of Domestic Shares who is entitled to attend and vote at the 2023 Annual General Meeting may also, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 2023 Annual General Meeting on his behalf. A proxy need not be a Shareholder. Notes (C) and (D) above also apply to the holders of Domestic Shares, except that, to be valid, the proxy form and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board by personal delivery or by post, not less than 24 hours before the time appointed for the 2023 Annual General Meeting. The address of the Secretary to the Board is stated in note (A) above.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the 2023 Annual General Meeting. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the 2023 Annual General Meeting, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (G) The 2023 Annual General Meeting is expected to last for not more than half a day. Shareholders who attend the 2023 Annual General Meeting shall bear their own travelling and accommodation expenses.
- (H) Please note that the proposed amendments to the existing Articles of Association are written in Chinese and there is no official translation in respect thereof. The translation into English language in this notice is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

\* *For identification purpose only*