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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Legend Holdings Corporation, you should at once hand this circular, together with the accompanying forms of proxy 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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**联想控股**  
**LEGEND HOLDINGS**  
EMPOWERING COMPANIES TOWARD GREATNESS

**联想控股股份有限公司**  
**Legend Holdings Corporation**

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

**(Stock Code: 03396)**

**PROFIT DISTRIBUTION PLAN  
RE-ELECTION OF THE BOARD  
RE-ELECTION OF THE BOARD OF SUPERVISORS  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF  
THE SHAREHOLDERS' GENERAL MEETINGS,  
THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS  
GENERAL MANDATE TO ISSUE SHARES  
GENERAL MANDATE TO REPURCHASE H SHARES  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING  
NOTICE OF 2024 FIRST H SHARE CLASS MEETING  
NOTICE OF 2024 FIRST DOMESTIC SHARE CLASS MEETING**

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The Company will convene the 2023 AGM, the H Share Class Meeting and the Domestic Share Class Meeting at 2:00 p.m. on Thursday, June 27, 2024, at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC. Notices of the Meetings are set out on pages 207 to 214 of this circular.

If you intend to attend and/or vote in person or by proxy at the 2023 AGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening such Meetings or any adjournment thereof to the H share registrar Link Market Services (for H Shareholders) or the Company (for Domestic Shareholders). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the Meetings or any adjourned meetings should you so wish. For the avoidance of doubt, the holders of the Treasury Shares, if any, shall abstain from voting at such Meetings or any adjournment thereof of the Company.

May 31, 2024

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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 AGM”	the annual general meeting of the Company to be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Thursday, June 27, 2024
“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board” or “Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“CAS Holdings”	Chinese Academy of Sciences Holdings Co., Ltd. (中國科學院控股有限公司), a company with limited liability established in accordance with the laws of the PRC, the single largest shareholder of the Company holding approximately 29.04% equity interest and a substantial Shareholder of the Company
“CSRC”	China Securities Regulatory Commission
“Company Law”	the Company Law of the People’s Republic of China
“Company” or “Legend Holdings”	Legend Holdings Corporation, a joint stock limited liability company incorporated under the laws of the PRC and listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 03396)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the ordinary share capital of the Company with the nominal value of RMB1.00 each
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s) of the Company
“Domestic Share Class Meeting”	the 2024 first class meeting of Domestic Shareholders scheduled to be held at B-17, Raycom Info Tech Park, No.2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Thursday, June 27, 2024 or immediately following the conclusion of the H Share Class Meeting or any adjournment thereof
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Share(s)”	overseas listed share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, listed on the Hong Kong Stock Exchange and traded in HKD
“H Shareholder(s)”	holder(s) of H Share(s) of the Company
“H Share Class Meeting”	the 2024 first class meeting of H Shareholders scheduled to be held at B-17, Raycom Info Tech Park, No.2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Thursday, June 27, 2024 or immediately following the conclusion of the 2023 AGM or any adjournment thereof
“H Share Repurchase Mandate”	the proposed special resolution to be passed at the 2023 AGM, H Share Class Meeting and Domestic Share Class Meeting in relation to the granting of a general mandate to the Board to repurchase H Shares not exceeding 5% of the total issued H Shares on the date such resolution is approved
“HKD”	the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 24, 2024, being the latest practicable date prior to printing of the circular for ascertaining certain information contained herein
“Link Market Services”	the Company’s H share registrar Link Market Services (Hong Kong) Pty Limited, whose office address is at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended, modified or otherwise supplemented from time to time)
“Meetings”	collectively the 2023 AGM, the Domestic Share Class Meeting and H Share Class Meeting
“Nomination Committee”	the nomination committee under the Board
“People’s Bank of China”	the central bank of the PRC
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“RMB”	the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	share(s) in the share capital of the Company with the nominal value of RMB1.00 each, including the Domestic Shares and H Shares
“Supervisors”	the supervisors of the Company
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules and will come into effect on June 11, 2024
“%”	per cent

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## LETTER FROM THE BOARD

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**联想控股**  
**LEGEND HOLDINGS**  
EMPOWERING COMPANIES TOWARD GREATNESS

**联想控股股份有限公司**  
**Legend Holdings Corporation**

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

**(Stock Code: 03396)**

*Executive Directors:*

Mr. NING Min (*Chairman*)

Mr. LI Peng (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. ZHU Linan

Mr. ZHAO John Huan

Mr. SUO Jishuan

Mr. YANG Jianhua

*Independent Non-executive Directors:*

Mr. MA Weihua

Ms. HAO Quan

Mr. YIN Jian'an

*Registered office:*

Room 1701, 17/F

Block 1, Court No. 2

Ke Xue Yuan South Road

Haidian District

Beijing

PRC

*Principal place of business in Hong Kong:*

Suite 06, 70/F

Two International Finance Centre,

No.8 Finance Street, Central,

Hong Kong

May 31, 2024

To the Shareholders

Dear Sir or Madam,

**PROFIT DISTRIBUTION PLAN  
RE-ELECTION OF THE BOARD  
RE-ELECTION OF THE BOARD OF SUPERVISORS  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF  
THE SHAREHOLDERS' GENERAL MEETINGS,  
THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS  
GENERAL MANDATE TO ISSUE SHARES  
GENERAL MANDATE TO REPURCHASE H SHARES  
AND  
NOTICE OF 2023 ANNUAL GENERAL MEETING  
NOTICE OF 2024 FIRST H SHARE CLASS MEETING  
NOTICE OF 2024 FIRST DOMESTIC SHARE CLASS MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in relation to (i) the profit distribution plan; (ii) re-election of the fourth session of the Board; (iii) re-election of the fourth session of the Board of Supervisors; (iv) proposed amendments to the Articles of Association; (v) proposed amendments to the rules of procedure of the Shareholders' general

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## LETTER FROM THE BOARD

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meetings, the Board of Directors and the Board of Supervisors; (vi) general mandate to issue Shares; (vii) general mandate to repurchase H Shares; and (viii) the notice of the 2023 AGM, the notice of 2024 First H Share Class Meeting and the notice of 2024 First Domestic Share Class Meeting.

### **2. DETAILS OF THE ORDINARY RESOLUTIONS**

#### **2.1 Profit Distribution Plan (i.e. no dividend being proposed) for the year ended December 31, 2023**

As audited by PricewaterhouseCoopers, the auditor of the Company, the net loss attributable to equity holders of Legend Holdings for the year ended 2023 amounted to RMB3,874 million. In accordance with the relevant provisions of the Articles of Association and the dividend policy, the Board recommends that no dividend be paid for the year ended December 31, 2023. The profit distribution plan had been considered and approved by the Board on March 28, 2024 and is hereby submitted to Shareholders for consideration and approval at the 2023 AGM.

#### **2.2 Election of Directors of the Fourth Session of the Board**

According to the Articles of Association, Directors shall hold office for a term of three years. Upon maturity of the term of office, a Director shall be eligible to offer himself/herself for re-election and reappointment, subject to the approval by Shareholders at the general meeting. The term of office of the Directors of the third session of the Board, namely, Mr. NING Min and Mr. LI Peng as Executive Directors; Mr. ZHU Linan, Mr. ZHAO John Huan, Mr. SUO Jishuan and Mr. YANG Jianhua as Non-executive Directors; and Mr. MA Weihua, Ms. HAO Quan and Mr. YIN Jian'an as Independent Non-executive Directors, will expire soon.

Since Mr. SUO Jishuan and Mr. YANG Jianhua both need more time to devote themselves to their personal business commitments, they will not seek re-election at the 2023 AGM and will cease to be the Non-executive Directors upon the conclusion of the 2023 AGM. Ms. CHEN Jing and Ms. YANG Hongmei have been nominated by the Nomination Committee and the Board as the candidates for Non-executive Directors of the fourth session of the Board to be elected at the 2023 AGM.

Mr. MA Weihua will have served as Independent Non-executive Director for 9 years by the time of the 2023 AGM and therefore will not be re-elected at the 2023 AGM. He will retire as an Independent Non-executive Director upon the conclusion of the 2023 AGM. Mr. YUAN Li has been nominated by the Nomination Committee and the Board as the candidate for the Independent Non-executive Director of the fourth session of the Board to be elected at the 2023 AGM.

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## LETTER FROM THE BOARD

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Ms. HAO Quan was appointed as an Independent Non-executive Director of the Company on March 15, 2015, with effect from June 29, 2015 (the listing date of the Company). If she is successfully re-elected at the 2023 AGM, she will have served as an Independent Non-executive Director for more than 9 years, and a separate resolution will be proposed at the 2023 AGM for her re-election. Ms. HAO Quan has confirmed that (i) she is independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules; (ii) she has no financial or other interests in the businesses of the Company or its subsidiaries in the past or at the present, nor does she has any relationship with any core connected persons (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that might affect her independence at the time of her appointment. In assessing Ms. HAO Quan's independence, the Nomination Committee has considered that (i) Ms. HAO Quan has a strong professional background in accounting and auditing, is able to provide high quality independent views and opinions in various financial environments, and consistently brings new perspectives and independent judgment to the Board; (ii) Ms. HAO Quan meets the criteria for independence guidelines' assessment set out in Rule 3.13 of the Listing Rules; (iii) Ms. HAO Quan does not hold any management position in the Group and has no relationship with any Directors, senior management or substantial shareholders of the Company; and (iv) Ms. HAO Quan, as a female Director, plays an important role in the gender diversity of the Board.

Accordingly, the Board agrees with the Nomination Committee and is satisfied that Ms. HAO Quan will be able to continue to independently perform her duties as an Independent Non-executive Director, although she will have served the Board for more than 9 years. The Board believes that Ms. HAO Quan will continue to provide independent, balanced and objective opinions for the Company's business and bring valuable business experience, knowledge and professionalism to the Board to ensure the efficiency, effective operation and diversity of the Board. The re-election of Ms. HAO Quan is in the best interests of the Company and the Shareholders as a whole.

Mr. YIN Jian'an has been appointed as an Independent Non-executive Director of the Company on February 13, 2020. He has extensive experience in the transformation of service-oriented manufacturing and has led and participated in a number of national key projects for basic R&D plans. More than 30 of these technology projects have been awarded, and achieved the second prize of National Science and Technology Progress Awards twice. During his tenure, he actively participated in the Company's decision-making on major matters, provided key insights and suggestions, assisted the Company in determining long-term development goals, and was committed to improving corporate governance standards and fully safeguarding the interests of the Shareholders.



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## LETTER FROM THE BOARD

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Mr. YUAN Li has extensive experience in the field of finance. He has long been engaged in the research on the development planning, reform policies, laws and regulations and regulatory policies of the insurance industry. He participated in and organized special studies on the development planning of China's insurance industry during the 10th Five-Year Plan, 11th Five-Year Plan and 12th Five-Year Plan. He organized the drafting of the revised draft of the Insurance Law, which was reviewed and approved by the National People's Congress and put into effect. He promoted the shareholding reform of wholly state-owned insurance companies, such as PICC, China Life Insurance, and Hong Kong-China Insurance Company (港中保). He organized the drafting of "Opinions on Reform and Development of the Insurance Industry (關於保險業改革發展的若干意見)", and participated in the R&D and drafting of the relevant important policy documents of the China Insurance Regulatory Commission (CIRC) and wrote a series of research reports. He has participated in the compilation of "China Financial Market Analysis and Forecast (中國金融市場分析與預測)" for four consecutive years, published dozens of articles in many important magazines and newspapers, and published a number of works and translations, such as "Analysis of the U.S. Property Insurance Market (美國財產險市場分析)", "Interpretation of the Insurance Law Amendments (保險法修正解讀)", and "Research on China Earthquake Catastrophe Insurance (中國地震巨災保險研究)". After Mr. MA Weihua retires, Mr. YUAN shall continue to bring a wealth of professional knowledge and industry insights in the field of finance to the Company to fill the gap in the Board's knowledge reserve in this area.

Accordingly, the appointment of Mr. YIN Jian'an and Mr. YUAN Li as Independent Non-executive Directors is also conducive to enhancing the diversity of the Board and contributing rich industry experience to the Board. In accordance with the Company's diversity policy and nomination policy, as well as the recommendations of the Nomination Committee, after taking into account a number of factors such as the educational background, knowledge, skills, experience and contributions that Mr. YIN Jian'an and Mr. YUAN Li are expected to make to the Board, the Board believes that the re-election of Mr. YIN Jian'an and the election of Mr. YUAN Li are in the best interests of the Company and the Shareholders as a whole. Mr. YIN Jian'an and Mr. YUAN Li have confirmed that (i) they are independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules; (ii) they have no financial or other interests in the businesses of the Company or its subsidiaries in the past or at the present, nor do they have any relationship with any core connected persons (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that might affect their independence at the time of their appointment. The Nomination Committee has assessed and reviewed the respective independence confirmation letters of Mr. YIN Jian'an and Mr. YUAN Li in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules and is satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules.

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## LETTER FROM THE BOARD

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The Company's election and appointment procedures include but are not limited to (i) selecting potential candidates; (ii) conducting due diligence; (iii) arranging further interviews for candidates to assess their suitability, experience, skills, qualifications and independence; and (iv) completing the selection, recruitment and nomination process in accordance with the terms of reference of the Company's Nomination Committee.

In electing the Director candidates, the Company will consider diverse factors, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, core skills, etc. Candidates with management experience, technical specialty, legal, financial management and audit background will offer extensive diverse experiences to the Board. Meanwhile, based on its business model and strategies and specific needs, the Company will consider the aforesaid factors and make the ultimate decisions based on the benefits of the selected candidates and the need for sustainable and successful growth of the Company.

Mr. NING Min, Mr. LI Peng, Mr. ZHU Linan, Mr. ZHAO John Huan, Ms. HAO Quan and Mr. YIN Jian'an are eligible and willing to offer themselves for re-election, they have been nominated by the Nomination Committee and the Board as the candidates for Directors of the fourth session of the Board to be re-elected at the 2023 AGM.

The term of office of the Directors of the fourth session of the Board shall be three years commencing on the date of the approval of the relevant ordinary resolutions and ending on the conclusion of the general meeting of the Company at which the fifth session of the Board will be elected. The Directors of the fourth session of the Board will enter into service contracts with the Company. The Board has recommended that the Shareholders authorize the Board, after taking into account the recommendation from the Remuneration Committee, to determine the remuneration of the Directors of the fourth session of the Board.

For details of biographies and relevant information of the nominated candidates for Directors of the fourth session of the Board, please refer to Appendix I to this circular.

### **2.3 Election of Supervisors of the Fourth Session of the Board of Supervisors**

According to the Articles of Association, a Supervisor shall be appointed for a term of three years. The term of office of Mr. LUO Cheng and Mr. ZHANG Yong, being the Shareholder representative Supervisors of the third session of the Board of Supervisors, will expire soon.

Since Mr. ZHANG Yong needs more time to devote himself to his personal business commitments, he will not seek re-election at the 2023 AGM and will cease to be the Supervisor upon the conclusion of the 2023 AGM. Ms. PEI Xiaofeng has been nominated by the Board of Supervisors as the candidate for the Shareholder representative Supervisor of the fourth session of the Board of Supervisors to be elected at the 2023 AGM.

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## LETTER FROM THE BOARD

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Mr. LUO Cheng is eligible and willing to offer himself for re-election. He has been nominated by the Board of Supervisors as the candidate for the Shareholder representative Supervisor of the fourth session of the Board of Supervisors to be re-elected at the 2023 AGM.

The term of office of the Supervisors of the fourth session of the Board of Supervisors shall be three years commencing on the date of the approval of the relevant ordinary resolutions and ending upon the conclusion of the general meeting of the Company at which the fifth session of the Board of Supervisors will be elected. The Supervisors of the fourth session of the Board of Supervisors will enter into service contracts with the Company. The Board has recommended that the Shareholders authorize the Board, after taking into account the recommendation from the Remuneration Committee, to determine the remuneration of the Supervisors of the fourth session of the Board of Supervisors.

According to the Articles of Association, the staff representative Supervisors shall be elected by the Company's staff congress and are exempt from the approval by the Shareholders. The terms of office of staff representative Supervisors shall be three years, which is the same as Shareholder representative Supervisors.

For details of biographies and relevant information of the nominated candidates for the Supervisors of the fourth session of the Board of Supervisors, please refer to Appendix I to this circular.

### **3. DETAILS OF THE SPECIAL RESOLUTIONS**

#### **3.1 Proposed Amendments to the Articles of Association**

In view of the following, the Board proposes to amend the existing Articles of Association and adopt a new set of Articles of Association to replace the existing Articles of Association, as well as to make certain other minor amendments. The details of the amendments are set out in the comparison table in Appendix II to this circular (the "Proposed Amendments"):-

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## LETTER FROM THE BOARD

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On February 17, 2023, 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》)”, and the CSRC 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》)” and related guidelines (collectively, the “New Regulations”), which became effective from March 31, 2023. Meanwhile, the “Mandatory Provisions for Companies Listing Overseas (Zheng Wei Fa [1994] No. 21) (《到境外上市公司章程必備條款》(證委發[1994]21號文))” issued by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System on August 27, 1994 (the “Mandatory Provisions”) and the “Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》)” issued by the State Council on August 4, 1994 (the “Special Regulations”) were repealed as of the effective date of the New Regulations. PRC issuers should refer to the “Guidelines on Articles of Association of Listed Companies” (the “PRC Articles of Association Guidelines”) issued by the CSRC (instead of the Mandatory Provisions) in formulating their articles of association. The Hong Kong Stock Exchange has made consequential amendments to the Listing Rules in accordance with the New Regulations, with effect from August 1, 2023.

In view of the foregoing, the Company proposes to amend its existing Articles of Association to comply with the requirements of the Listing Rules and the applicable laws and regulations of the PRC and make slight adjustments to certain articles in the Articles of Association in accordance with the operation and management needs of the Company.

As the Company is a company incorporated in the PRC, the Articles of Association are prepared in Chinese, and the English translation is for reference only. In case of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

The resolution in relation to the proposed amendments to the Articles of Association shall become effective upon Shareholders’ consideration and approval by way of special resolution at the 2023 AGM, the Domestic Share Class Meeting and the H Share Class Meeting.

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## LETTER FROM THE BOARD

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### **3.2 Proposed Amendments to the rules of procedure of the Shareholders' General Meetings, the Board of Directors and the Board of Supervisors**

In line with the proposed amendments to the Articles of Association mentioned above, the Board proposes certain amendments to the rules of procedure of the Shareholders' General Meetings, the Board of Directors and the Board of Supervisors (details of the amendments are set out in Appendix III, Appendix IV and Appendix V to this circular, respectively).

The resolution in relation to the proposed amendments to the rules of procedure of the Shareholders' General Meetings shall become effective upon Shareholders' consideration and approval by way of special resolution at the 2023 AGM, the Domestic Share Class Meeting and the H Share Class Meeting. The resolutions on the proposed amendments to the rules of procedure of the Board of Directors and the Board of Supervisors shall become effective upon Shareholders' consideration and approval by way of special resolution at the 2023 AGM.

### **3.3 Proposed Granting of a General Mandate to the Board to Issue the Shares of the Company**

To ensure the flexibility of the Board to issue new Shares (including any sale or transfer of the Treasury Shares) at its discretion as and when appropriate, the Board will propose a special resolution at the 2023 AGM to grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares and/or H Shares of the Company. Particulars of the general mandate to issue the Shares of the Company are as follows:

- (1) subject to paragraph (b) and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC, the granting of a general mandate to the Board to issue, allot and deal with, separately or concurrently, additional Domestic Shares and/or H Shares (including any sale or transfer of the Treasury Shares), and to make or grant offers, agreements and options in relation to such Shares and is subject to the following conditions:
  - (a) relevant grant shall not be made beyond the Relevant Period (as defined below) except that the Board may during the Relevant Period make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period; and

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## LETTER FROM THE BOARD

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- (b) the number of additional Domestic Shares and/or H Shares (including any sale or transfer of the Treasury Shares), separately or concurrently, allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of each of the total number of Domestic Shares of the Company in issue and/or the total number of H Shares of the Company in issue (excluding any Treasury Shares (if any)), respectively, as at the date of passing of such resolution;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or
- (c) the date on which the authorization set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meetings of the Company.

No class meeting shall be required to be convened by the Company when the Board exercises the general mandate to issue Domestic Shares or H Shares (including any sale or transfer of the Treasury Shares). The exercise of powers by the Board under the general mandate must be in accordance with the relevant requirements of the Listing Rules, Articles of Association and applicable laws, rules and regulations of PRC, and relevant registration/filing procedures are performed in accordance with the requirements of the relevant PRC government authorities (including the CSRC).

As at the Latest Practicable Date, the Company issued 1,084,376,910 Domestic Shares and 1,271,853,990 H Shares. Subject to the approval of the resolution in relation to the general mandate, the Company may allot, issue and deal with up to 216,875,382 Domestic Shares and/or 254,370,798 H Shares (on the basis that the Company will not further issue Domestic Shares and/or H Share before the 2023 AGM).

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## LETTER FROM THE BOARD

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The Hong Kong Stock Exchange has amended the Listing Rules to set the general mandate limit for the issue of new shares to 20% of the total issued shares of the PRC issuer (excluding any Treasury Shares (if any)), instead of 20% of the total number of each of the Domestic Shares and the H Shares. The amendment has become effective on August 1, 2023. As such, the Company proposes to amend the Articles of Association to reflect the above proposed amendments to the general mandate. Subject to the passing of the resolutions on the proposed amendments to the Articles of Association and the general mandate, the Company can allot, issue and deal with additional Domestic Shares and/or H Shares up to a maximum of 471,246,180 Shares (or classes of Shares, as applicable), representing 20% of the total issued Shares of the Company as at the date of passing the relevant resolution at the 2023 AGM on the basis that the Company will not further issue Domestic Shares and/or H Shares prior to the 2023 AGM.

- (2) allot, issue and deal with the Shares pursuant to paragraph (1) above, the Board is hereby authorized:
- (a) to approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the issue, allotment of and dealing with such Shares (including any sale or transfer of the Treasury Shares) including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the targets of the issue and the place and time of the issue;
  - (b) to make all necessary applications to the relevant authorities, enter into an underwriting agreement or any other agreements, and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other regulatory authorities; and
  - (c) to make necessary amendments to the Articles of Association in order to reflect the new shareholding structure of the Company after authorizing the Company to allot or issue Shares pursuant to this resolution.

The resolution on the general mandate to issue the Shares of the Company had been considered and approved by the Board on March 28, 2024, and is hereby submitted to the Shareholders for consideration and approval at the 2023 AGM. Subject to the Shareholders' approval, the Company may only use the general mandate to sell or transfer the Treasury Shares after the amendments to the Listing Rules relating to the Treasury Shares become effective.

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## LETTER FROM THE BOARD

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### 3.4 Proposed Granting of a General Mandate to the Board to Repurchase H Shares of the Company

The Company Law provides that a joint stock limited liability company incorporated in the PRC shall not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) merging with another entity holding its shares; (c) acquiring its own shares for the employee share ownership scheme or equity incentive scheme; (d) shareholders requesting the company to acquire their shares for the reasons of objecting to the resolutions at the general meetings concerning the merger or demerger of the company; (e) a listed company utilizing its shares for the issuance of corporate bonds which are convertible into the company's shares; or (f) a listed company taking necessary measures to preserve the value of the company and the interests of its shareholders. Upon the approval of relevant regulatory authorities and in compliance with the Articles of Association, the Company shall repurchase its Shares for the abovementioned purposes.

The Listing Rules permit shareholders of a joint stock limited liability company incorporated in the PRC to grant a general mandate to its board of directors to repurchase H shares of such company listed on the Hong Kong Stock Exchange. According to the Articles of Association, such mandate is required to be given by way of special resolutions passed by Shareholders in the shareholders' general meetings and by H Shareholders and Domestic Shareholders respectively at the class meetings. As H Shares are traded on the Hong Kong Stock Exchange in HKD and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in HKD, the approvals of the State Administration of Foreign Exchange and other relevant authorities are also required.

In order to preserve the value of the Company and the interests of its Shareholders, and to allow the Company the flexibility to repurchase H Shares as appropriate, pursuant to the Company Law, the Listing Rules, the Takeovers Code and other laws and regulations and regulatory documents as well as the requirements under the Articles of Association, a special resolution will be proposed at the 2023 AGM, H Share Class Meeting and Domestic Share Class Meeting in relation to the granting of a general mandate to the Board to exercise the general power of the Company to repurchase H Shares. Particulars of the H Share Repurchase Mandate are as follows:

- (1) subject to paragraph (2) below and in accordance with all applicable laws and regulations (as amended from time to time) of the PRC government or securities regulatory authorities, Hong Kong Stock Exchange or any other government or regulatory authority, the granting of a mandate to the Board to exercise all the powers of the Company to repurchase H Shares issued by the Company during the Relevant Period (as defined below) on the terms that the Board deems appropriate in order to preserve the value of the Company and the interests of its Shareholders;



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## LETTER FROM THE BOARD

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- (2) subject to obtaining the approval under paragraph (1) above, the total number of H Shares to be repurchased under the general mandate during the Relevant Period shall not exceed 5% of the total issued H Shares (excluding any Treasury Shares (if any)) on the date the resolution is considered and approved at the 2023 AGM, H Share Class Meeting and Domestic Share Class Meeting;
- (3) the approval under paragraph (1) above shall be subject to the satisfaction of the following:
  - (a) the special resolution with the same terms as listed herein is passed at the 2023 AGM, H Share Class Meeting and Domestic Share Class Meeting; and
  - (b) all the required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.
- (4) based on the actual number of H Shares repurchased, cancelled and reduced in the Company's registered capital, the Board will be authorised to notify the creditors of the Company, issue announcements and convene meetings of bondholders pursuant to the requirements under relevant laws and regulations and the Articles of Association, register the changes and/or filing, and make necessary amendments to the Articles of Association and related matters.

for the purpose of this resolution, the "Relevant Period" refers to the period commencing from the date on which the resolution in relation to the granting of a general mandate to repurchase H Shares is considered and approved at the 2023 AGM, H Share Class Meeting and Domestic Share Class Meeting until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the date on which the authority granted under the resolution is revoked or varied by a special resolution at a general meeting, H Share Class Meeting and Domestic Share Class Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the H Share Repurchase Mandate is set out in Appendix VI to this circular.

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## LETTER FROM THE BOARD

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If the special resolution on the general mandate to repurchase H shares is passed at the 2023 AGM, H Share Class Meeting and Domestic Share Class Meeting, the repurchase of H Shares may not be carried out. The repurchase will only be carried out after the Board considers the actual situations of the Company and changes in market, notifies creditors of the Company and issues announcements, convenes meeting of bondholders and obtains relevant approvals in accordance with the Company Law, the Listing Rules, relevant laws and regulations and the Articles of Association. The Board will only repurchase H Shares when the Board believes that the repurchase of Shares will benefit the Company and its Shareholders.

#### **4. 2023 AGM, 2024 FIRST H SHARE CLASS MEETING AND 2024 FIRST DOMESTIC SHARE CLASS MEETING**

The Company proposes to convene the 2023 AGM, the H Share Class Meeting and the Domestic Share Class Meeting at 2:00 p.m. on Thursday, June 27, 2024 at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC to consider and, if thought fit, approve the matters set out in the notice of the 2023 AGM, the H Share Class Meeting and the Domestic Share Class Meeting. The forms of proxy will be dispatched to Shareholders on May 31, 2024. The notices of the Meetings are set out on pages 207 to 214 of this circular.

In order to determine the Shareholders entitled to attend and vote at the 2023 AGM and the H Share Class Meeting, the register of members of H Shares will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024 (both days inclusive), during which time no transfer of the Shares will be registered. Accordingly, unregistered H Shareholders of the Company shall lodge relevant share transfer documents with the Company's H share registrar Link Market Services not later than 4:30 p.m. on Friday, June 21, 2024.

If you intend to attend and/or vote by proxy at the 2023 AGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting, you are requested to complete and return the accompanying forms of proxy pursuant to the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H share registrar Link Market Services, and for Domestic Shareholders, the form of proxy should be returned to the Company in person or by post not less than 24 hours before the time fixed for holding the 2023 AGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meetings or at any other adjourned meeting should you so wish.

According to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the Meetings will demand a poll for each of the resolutions to be proposed at the Meetings pursuant to Article 79 of the Articles of Association.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy (or being corporation, is present by its attorney duly authorized) shall entitle to one vote for each ordinary Share registered in his/her name in the register of members of Domestic Shares and H Shares. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner. The holders of the Treasury Shares, if any, shall abstain from voting at such Meetings or any adjournment thereof of the Company in respect of the matters requiring the Shareholders' approval.

### 5. RECOMMENDATION

The Board is of the view that each resolution to be proposed at the 2023 AGM, the H Share Class Meeting and the Domestic Share Class Meeting is in the interests of the Company and the Shareholders as a whole, therefore, Shareholders are recommended to vote for all the resolutions to be proposed at the Meetings.

By the order of the Board  
**Legend Holdings Corporation**  
**NING Min**  
*Chairman*

May 31, 2024

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## APPENDIX I                      INFORMATION OF THE NOMINATED CANDIDATES FOR THE FOURTH SESSION OF THE BOARD AND THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

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### EXECUTIVE DIRECTORS

**Mr. NING Min (寧旻)**, aged 54, was appointed as the Chairman of the Board and the Chairman of Nomination Committee on January 1, 2020. He has been appointed as an Executive Director since December 27, 2018, served as a member of the Remuneration Committee from December 27, 2018 to September 29, 2023, and is currently the Chairman of the Strategy Committee of the Company. Mr. NING served as a member of the Executive Committee and the Chief Financial Officer of the Company for an extensive period of time, during which he was fully responsible for the Company's financial and funds management, risk control and auditing, as well as the affairs relating to the capital markets and public relations. He was in charge of the operation and management of financial investment business of Legend Holdings, and made profound contributions in the formulation of corporate strategy, business development, and organizational construction of the Company. Currently, Mr. NING also serves as a director of Levima Group Limited (聯泓集團有限公司), Joyvio Group Co., Ltd. (佳沃集團有限公司), Hony Capital (弘毅投資), Legend Star (聯想之星), Eastern Air Logistics Co., Ltd. (東方航空物流股份有限公司) and various members of the Company.

Mr. NING joined the Company in 1991 and served consecutively as the deputy head of the Corporate Planning Office, the secretary of the Board and the deputy head of the Corporate Planning Office, the general manager of the Asset Management Department, assistant president and senior vice president of the Company. Mr. NING is currently a director of Xi'an Shaangu Power Co., Ltd. (西安陝鼓動力股份有限公司) (listed on the Shanghai Stock Exchange). He was a non-executive director of China Glass Holdings Limited (中國玻璃控股有限公司) (listed on the Hong Kong Stock Exchange), a director of Beijing Electronic Zone High-tech Group Co., Ltd. (北京電子城高科技集團股份有限公司) (listed on the Shanghai Stock Exchange), Levima Advanced Materials Corporation (聯泓新材料科技股份有限公司) ("Levima Advanced Materials") (listed on the Shenzhen Stock Exchange), and CAS Holdings.

Mr. NING obtained his bachelor's degree in economics from Renmin University of China (中國人民大學) in 1997. Mr. NING completed courses of master of business administration offered by Graduate School of Renmin University of China (中國人民大學研究生院) in 2001.

The 2023 remuneration of Mr. NING was set out in note 52(a) to the Company's financial statements for the year ended 2023. As at the Latest Practicable Date, Mr. NING has interests in 40,150,000 H Shares under Part XV of the Securities and Futures Ordinance.

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**APPENDIX I                      INFORMATION OF THE NOMINATED CANDIDATES  
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**Mr. LI Peng (李蓬)**, aged 52, was appointed as an Executive Director and the Chief Executive Officer of the Company on February 13, 2020 and is currently a member of the Strategy Committee of the Company. Mr. LI served as a member of the Executive Committee and a senior vice president of the Company for a long time during which he was dedicated to the development of strategic investment business and post-investment management of the Company. He currently serves as the vice chairman of Banque Internationale à Luxembourg S. A. (盧森堡國際銀行), and as a director in various members of the Company such as Lakala Payment Corporation (拉卡拉支付股份有限公司), Levima Advanced Materials and Shanghai Fullhan Microelectronics Co., Ltd. (上海富瀚微電子股份有限公司) (all listed on the Shenzhen Stock Exchange). He was a non-executive director of Hospital Corporation of China Limited (弘和仁愛醫療集團有限公司) (listed on the Hong Kong Stock Exchange) from 2019 to 2020.

Mr. LI joined Legend Holdings in 2003. He successively served as the deputy general manager and general manager of the Investment Management Department, strategic investment director, assistant president, vice president, senior vice president and president of the Company. Prior to joining Legend Holdings, Mr. LI has successively held positions in Sinotrans Corporation (中國對外貿易運輸總公司) and Teradyne Connection Systems, US.

Mr. LI obtained his bachelor's degree in international finance from University of International Business & Economics (對外經濟貿易大學) in China in 1994, and a master's degree in business administration from the University of New Hampshire State University (新罕布什爾州立大學) in the United States in 2001.

The 2023 remuneration of Mr. LI was set out in note 52(a) to the Company's financial statements for the year ended 2023. As at the Latest Practicable Date, Mr. LI has interests in 4,394,100 H Shares under Part XV of the Securities and Futures Ordinance.

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## APPENDIX I                      INFORMATION OF THE NOMINATED CANDIDATES FOR THE FOURTH SESSION OF THE BOARD AND THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

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### NON-EXECUTIVE DIRECTORS

**Mr. ZHU Linan (朱立南)**, aged 61, was redesignated from an Executive Director to a Non-executive Director of the Company on January 1, 2020 and is currently a member of the Strategy Committee of the Company. Mr. ZHU joined the Company since 2001 and served consecutively as a Director and executive vice president, executive Director and president. Mr. ZHU first joined Shenzhen Legend Computer Co., Ltd. (深圳聯想電腦有限公司), the Company's subsidiary in 1989 and served as the general manager. From 1997 to 2001, he joined Lenovo Group Limited (聯想集團有限公司) ("Lenovo") and served consecutively as a general manager of Business Development Department, an assistant president, deputy head and head of Corporate Planning Office and a senior vice president. He was a founder of Legend Investment Limited (聯想投資有限公司), the predecessor of Legend Capital Co., Ltd. (君聯資本管理股份有限公司) in 2001 and held position as its director since establishment. Mr. ZHU is currently a non-executive director of Lenovo (listed on the Hong Kong Stock Exchange).

Mr. ZHU obtained his master's degree in Electronic Engineering from Shanghai Jiao Tong University (上海交通大學) in China in 1987.

The 2023 remuneration of Mr. ZHU was set out in note 52(a) to the Company's financial statements for the year ended 2023. As at the Latest Practicable Date, Mr. ZHU has interests in 56,230,000 H Shares under Part XV of the Securities and Futures Ordinance.

**Mr. ZHAO John Huan (趙令歡)**, aged 61, was redesignated from an Executive Director to a Non-executive Director of the Company on January 1, 2020 and is currently a member of the Strategy Committee of the Company. Mr. ZHAO joined the Company in 2003 when he founded Hony Capital. From 2003 to 2011, he served consecutively as executive vice president, senior vice president and a Director and executive vice president of the Company. He is currently the chairman of Hony Capital. Mr. ZHAO has extensive experiences in corporate management.

Mr. ZHAO is currently a non-executive director of Lenovo and a non-executive director of China Glass Holdings Limited (中國玻璃控股有限公司), the chairman and executive director of Best Food Holding Company Limited (百福控股有限公司), and the chairman of the board of directors and executive director of Goldstream Investment Limited (金涌投資有限公司) (all listed on the Hong Kong Stock Exchange). He previously served as the chairman of the board of China Glass Holdings Limited and Hospital Corporation of China Limited (弘和仁愛醫療集團有限公司) (both listed on the Hong Kong Stock Exchange), the vice chairman of Shanghai Chengtou Holding Co., Ltd. (上海城投控股股份有限公司), the vice chairman and director of Shanghai Environmental Group Co., Ltd. (上海環境集團股份有限公司) (both listed on the Shanghai Stock Exchange), a non-executive director of Eros STX Global Corporation (listed on the New York Exchange), a non-executive director of Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司) (listed on the Hong Kong Stock Exchange), a director of Shanghai Jin Jiang International Hotels Co., Ltd. (上海錦江國際酒店股份有限公司) and ENN Natural Gas Co., Ltd. (新奧天然氣股份有限公司) (both listed on the Shanghai Stock Exchange), and a non-executive director of Zoomlion Heavy Industry Science & Technology Development Co., Ltd. (中聯重科股份有限公司) (listed on the Hong Kong and Shenzhen Stock Exchanges).

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Mr. ZHAO obtained his bachelor's degree in physics from Nanjing University (南京大學) in China in 1984 and a master of electronic engineering and science degree from Northern Illinois University in the United States in 1990 and a master of business administration degree from the J.L. Kellogg Graduate School of Management at Northwestern University in the United States in 1996.

The 2023 remuneration of Mr. ZHAO was set out in note 52(a) to the Company's financial statements for the year ended 2023. As at the Latest Practicable Date, Mr. ZHAO has interests in 1,800,000 H Shares under Part XV of the Securities and Futures Ordinance.

**Ms. CHEN Jing (陳靜)**, aged 50, is currently the deputy secretary of the Party Committee and general manager of CAS Holdings, the secretary of the Party branch, chairman and general manager of Guoke Keyi Holdings Co., Ltd. (國科科儀控股有限公司), and a director of Levima Advanced Materials and Chengdu Information Technology of Chinese Academy of Sciences Co., Ltd. (中科院成都信息技術股份有限公司), both of which are listed on the Shenzhen Stock Exchange. Ms. CHEN served consecutively as the deputy general manager, general manager, chairman, and secretary of the Party Committee of Beijing KYKY Technology Co., Ltd. (北京中科科儀股份有限公司).

Ms. CHEN obtained a master's degree in management from Jiangsu University in 2001, and is a senior engineer.

**Ms. YANG Hongmei (楊紅梅)**, aged 52, is a member of the Party Committee and the deputy general manager of CAS Holdings. She served consecutively as the general manager and senior manager of the assets supervision department, and the general manager of the equity management department of CAS Holdings. She has also served as the deputy secretary of the Party Committee, secretary of the Discipline Inspection Commission, chairman of the board of supervisors and vice president of China Science Publishing & Media Group Ltd. (中國科技出版傳媒集團有限公司).

Ms. YANG obtained a master's degree in Business Administration from Graduate School of Management of the Chinese Academy of Sciences in 2006.

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**INDEPENDENT NON- EXECUTIVE DIRECTORS**

**Ms. HAO Quan (郝荃)**, aged 65, was appointed as a Director of the Company on March 15, 2015 with effect from June 29, 2015, the listing date of the Company. She was also appointed as the Chairperson of the Audit Committee and a member of the Remuneration Committee on June 29, 2015. Ms. HAO previously served as a lecturer at the Renmin University of China from 1982 to 1989. She first joined KPMG (USA) in 1993 and became a partner of KPMG Huazhen (Special General Partnership) and its predecessor from 2001 to 2015. Ms. HAO is currently an independent director of HSBC Bank (China) Company Limited (滙豐銀行(中國)有限公司). She was an independent director of BEST Inc. (百世集團) (listed on the New York Stock Exchange) from 2017 to 2021.

Ms. HAO obtained her bachelor of economics degree from the Renmin University of China in 1982 and her master of business administration degree from Temple University in the United States in 1993. Ms. HAO obtained the qualification of certified public accountant in California, the United States in 1995 and as a PRC certified public accountant in 2002.

The 2023 remuneration of Ms. HAO was set out in note 52(a) to the Company's financial statements for the year ended 2023.

**Mr. YIN Jian'an (印建安)**, aged 66, was appointed as a Director of the Company, the Chairman of the Remuneration Committee and a member of the Nomination Committee on February 13, 2020 and was appointed as a member of the Audit Committee on June 10, 2021. Mr. YIN joined Xi'an Shaangu Power Co., Ltd (西安陝鼓動力股份有限公司). (listed on the Shanghai Stock Exchange) in 1999 and served as the Chairman from 2001 to 2017. Mr. YIN served as the Chairman of Shaanxi Blower (Group) Co., Ltd. (陝西鼓風機(集團)有限公司) from 2001 to 2017, as the Chairman of Shaanxi Qin Feng Gases Technology (陝西秦風氣體股份有限公司) from 2012 to 2015, as President of Shaangu Power and Automation Engineering Academy (陝鼓能源動力與自動化工程研究院) from 2008 to 2017.

Mr. YIN obtained his doctor's degree and master's degree in Fluid Mechanics from Zhejiang University (浙江大學) in 2004 and 1992, respectively.

The 2023 remuneration of Mr. YIN was set out in note 52(a) to the Company's financial statements for the year ended 2023.



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**Mr. YUAN Li (袁力)**, aged 61, is the chairman of Beijing Aershan Financial Technology Co.,Ltd. (北京阿爾山金融科技有限公司). Mr. YUAN was the assistant director of the international business department (Jilin branch) of the People's Insurance Company of China from September 1984 to September 1990. From September 1990 to December 1998, he served as the general manager of Ping An Insurance (U.S.) Company Limited, the general manager of Ping An's Insurance Management Headquarters, and the deputy general manager of Asset Insurance Associate (產險協理). From December 1998 to May 2011, he was the director of the policy and regulation department and the development and reform department of National Financial Regulatory Administration (formerly CIRC), and a member of the Party Committee and the assistant to the chairman of CIRC. From May 2011 to March 2012, he was the secretary of the Party Committee and the president of China Life Insurance (Group) Company (中國人壽保險(集團)公司), and concurrently the chairman of China Life Insurance Company Limited (中國人壽保險股份有限公司) (listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange), and the chairman of China Life Property and Casualty Insurance Co., Ltd. (中國人壽財產保險股份有限公司). From March 2012 to May 2016, he served as a member of the Party Committee and a vice president of China Development Bank (國家開發銀行), and concurrently the secretary of the Party Committee and the chairman of China Development Bank Securities Co., Ltd. (國開證券有限責任公司).

Mr. YUAN obtained a PhD in Economics from Peking University in 2004.

As one of the persons in charge of the enterprise, the Executive Directors formulate and implement the annual remuneration plan, perform the relevant decision-making mechanism in accordance with the corporate governance requirements of listed companies, and play a supervisory role of the Shareholders. According to the "Regulations Governing the Remuneration of Corporate Officers of Legend Holdings Corporation", the remuneration of the Executive Directors consists of annual basic salary, annual performance salary and tenure incentive income. The annual remuneration consists of annual basic salary and annual performance salary, with the annual performance salary being linked to the annual appraisal results. The annual remuneration standards are first benchmarked against comparable market benchmark companies in terms of size, business nature, development stage, level of performance return and other factors to ensure that the remunerations of the Executive Directors are fair and reasonable and in line with the PRC national conditions; and the performance results and remuneration packages are determined based on the Company's overall performance, the job responsibilities undertaken by the Executive Directors and the achievement of the performance targets. The Executive Directors participate in social insurance such as basic pension insurance and basic medical insurance, and contribute to housing provident funds and supplementary medical protection in accordance with the relevant national and the Company's regulations.

The Directors' fees for Independent Non-executive Directors is determined based on the time devoted, workload, duties undertaken and prevailing market level.

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Save as disclosed above, each of the Directors (i) does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO; (ii) is not connected with any Director, Supervisor, senior management member or substantial shareholder of the Company; and (iii) does not hold any directorship in any other listed company in the last three years. Save as disclosed above, there is no other information relating to the Directors, which needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### SUPERVISORS

**Mr. LUO Cheng (羅成)**, aged 45, was appointed as a Supervisor of the Company on January 16, 2018. Mr. LUO is currently the vice president and board secretary of China Oceanwide Holdings Group Co., Ltd. (中國泛海控股集團有限公司), a director of Oceanwide Holdings Co., Ltd. (泛海控股股份有限公司) (listed on the Shenzhen Stock Exchange), a supervisor of Minsheng Holdings Co., Ltd. (民生控股股份有限公司) (listed on the Shenzhen Stock Exchange) and a director and the general manager of Oceanwide Industrial Co., Ltd. (泛海實業股份有限公司).

Mr. LUO obtained a master of art degree from the University of Leeds in 2002, majoring in accounting and finance.

Mr. LUO did not receive any remuneration in 2023.

**Ms. PEI Xiaofeng (裴小鳳)**, aged 46, is currently the general manager of the financial management department of CAS Holdings and a supervisor of Chengdu Information Technology of Chinese Academy of Sciences Co., Ltd. (中科院成都信息技術股份有限公司) (listed on the Shenzhen Stock Exchange). Ms. PEI has successively served as senior manager of the Equity Management Department, senior manager, assistant general manager, deputy general manager and general manager of the Financial Management Department of CAS Holdings.

Ms. PEI obtained a master's degree in business administration from the University of Chinese Academy of Sciences in 2007, and she holds the Chinese Institute of Certified Public Accountants (CICPA) qualification.

Save as disclosed above, each of the Supervisors (i) does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO; (ii) is not connected with any Director, Supervisor, senior management member or substantial shareholder of the Company; and (iii) does not hold any directorship in any other listed company in the last three years. Save as disclosed above, there is no other information relating to the Supervisors, which needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Original Articles	Articles After Amendments
<b>Chapter 1 General Provisions</b>	<b>Chapter 1 General Provisions</b>
Newly added	<u><b>Article 1</b> For the purpose of upholding the legal rights and interests of Legend Holdings Corporation (the “Company”) and its shareholders and creditors as well as regulating Company’s organization and activities, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other applicable rules.</u>
<b>Article 1</b> Legend Holdings Corporation (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 Securities Law of the People’s Republic of China (the “PRC”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meetings and Other Matters Applicable to the Overseas Listed Companies 《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》，the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other applicable laws and administrative regulations of the PRC.	<del><b>Article 1-2</b> Legend Holdings Corporation (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 Securities Law of the People’s Republic of China (the “PRC”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meetings and Other Matters Applicable to the Overseas Listed Companies 《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》，the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other applicable laws and administrative regulations of the PRC.</del>

Original Articles	Articles After Amendments
<p>The predecessor of the Company was Chinese Academy of Sciences Computer Technology Research Institute New Technology Development Company (中國科學院計算技術研究所新技術發展公司), an enterprise owned by the whole people (全民所有制企業) established on November 9, 1984. It was reformed into Legend Holdings Limited on June 22, 2001.</p> <p>Pursuant to the approval of the document entitled “The Approval of the Entire Transformation of Legend Holdings Limited into a Joint Stock Limited Company” (《關於同意聯想控股有限公司整體變更設立股份有限公司的批覆》) (Ke Fa Han Zi [2014] No.9) issued by the Chinese Academy of Sciences on January 23, 2014, the Company was established by way of promotion on the base of Legend Holdings Limited. The Company was registered with the Beijing Administration for Industry and Commerce on February 18, 2014 and obtained its business license. The current unified social credit code of the Company is: 911100001011122986.</p> <p>The promoters of the Company are Chinese Academy of Sciences Holdings Co., Ltd. (中國科學院控股有限公司, formerly known as Chinese Academy of Sciences Holdings Co., Ltd. 中國科學院國有資產經營有限責任公司) (“CAS Holdings”), Beijing Lian Chi Zhi Yuan Management Consulting Center Limited Partnership (北京聯持志遠管理諮詢中心(有限合夥)) (“Lian Chi Zhi Yuan”), China Oceanwide Holdings Group Co., Ltd. (中國泛海控股集團有限公司) (“China Oceanwide”), Beijing Lian Heng Yong Xin Investment Center Limited Partnership (北京聯恆永信投資中心(有限合夥)) (“Lian Heng Yong Xin”), Liu Chuanzhi, Zhu Linan, Chen Shaopeng, Tang Xudong, Ning Min and Huang Shaokang.</p>	<p><del>The predecessor of the Company was Chinese Academy of Sciences Computer Technology Research Institute New Technology Development Company (中國科學院計算技術研究所新技術發展公司), an enterprise owned by the whole people (全民所有制企業) established on November 9, 1984. It was reformed into Legend Holdings Limited on June 22, 2001.</del></p> <p>Pursuant to the approval of the document entitled “The Approval of the Entire Transformation of Legend Holdings Limited into a Joint Stock Limited Company” (《關於同意聯想控股有限公司整體變更設立股份有限公司的批覆》) (Ke Fa Han Zi [2014] No.9) issued by the Chinese Academy of Sciences on January 23, 2014, the Company was established by way of promotion on the base of Legend Holdings Limited. The Company was registered with the Beijing Administration for Industry and Commerce on February 18, 2014 and obtained its business license. The current unified social credit code of the Company is: 911100001011122986.</p> <p><del>The promoters of the Company are Chinese Academy of Sciences Holdings Co., Ltd. (中國科學院控股有限公司, formerly known as Chinese Academy of Sciences Holdings Co., Ltd. 中國科學院國有資產經營有限責任公司) (“CAS Holdings”), Beijing Lian Chi Zhi Yuan Management Consulting Center Limited Partnership (北京聯持志遠管理諮詢中心(有限合夥)) (“Lian Chi Zhi Yuan”), China Oceanwide Holdings Group Co., Ltd. (中國泛海控股集團有限公司) (“China Oceanwide”), Beijing Lian Heng Yong Xin Investment Center Limited Partnership (北京聯恆永信投資中心(有限合夥)) (“Lian Heng Yong Xin”), Liu Chuanzhi, Zhu Linan, Chen Shaopeng, Tang Xudong, Ning Min and Huang Shaokang.</del></p>

Original Articles	Articles After Amendments
Newly added	<p><u><b>Article 3</b> As approved by the competent securities regulatory authority of the State Council, the Company issued 352,944,000 foreign shares through an initial public offering to overseas investors. As approved by the competent securities regulatory authority of the State Council and the National Council for Social Security Fund, the state-owned shareholder of the Company shall transfer 35,294,400 state-owned shares to the National Council for Social Security Fund in accordance with relevant PRC regulations on the reduction of state-owned shareholdings. On June 29, 2015, the aforesaid aggregate of 388,238,400 foreign shares were listed on the main board of The Stock Exchange of Hong Kong Limited (the “HK Stock Exchange”).</u></p> <p><u>As approved by the resolutions passed at the First Extraordinary General Meeting of the Company in 2015 and the competent securities regulatory authority of the State Council, an additional 3,286,900 foreign shares were allotted following the partial exercise of the over-allotment option by the Joint Global Coordinators. In addition, the state-owned shareholder of the Company transferred 328,690 state-owned shares to the National Council for Social Security Fund in accordance with relevant PRC regulations on the reduction of state-owned shareholdings. On July 21, 2015, the aforesaid aggregate of 3,615,590 shares were listed on the main board of the HK Stock Exchange.</u></p>

Original Articles	Articles After Amendments
	<p><u>Upon the completion of the above issuance of shares, the shareholding structure of the Company shall be as follows: an aggregate of 1,964,376,910 domestic shares were held by Chinese Academy of Sciences Holdings Co., Ltd. (中國科學院控股有限公司, formerly known as 中國科學院國有資產經營有限責任公司) (“CAS Holdings”), Beijing Lian Chi Zhi Yuan Management Consulting Center Limited Partnership (北京聯持志遠管理諮詢中心(有限合夥)) (“Lian Chi Zhi Yuan”), China Oceanwide Holdings Group Co., Ltd. (中國泛海控股集團有限公司) (“China Oceanwide”), Beijing Lian Heng Yong Xin Investment Center Limited Partnership (北京聯恆永信投資中心(有限合夥)) (“Lian Heng Yong Xin”), Liu Chuanzhi, Zhu Linan, Chen Shaopeng, Tang Xudong, Ning Min and Huang Shaokang, representing 83.37% of total ordinary shares in issue; 35,623,090 shares were held by the National Council for Social Security Fund, representing 1.51% of total ordinary shares in issue; and 356,230,900 shares were held by other shareholders, representing 15.12% of total ordinary shares in issue.</u></p> <p><u>As approved by the competent securities regulatory authority of the State Council in Zheng Jian Xu Ke [2018] No. 738, all of the 880,000,000 domestic shares held by Lian Chi Zhi Yuan, Lian Heng Yong Xin, Liu Chuanzhi, Zhu Linan, Ning Min, Huang Shaokang, Chen Shaopeng and Tang Xudong were converted into overseas-listed shares. On June 7, 2018, the aforesaid aggregate of 880,000,000 shares were listed on the HK Stock Exchange.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 3</b> The Company's address: Room 1701, 17/F, Block 1, Court No. 2, Ke Xue Yuan Nanlu, Haidian District, Beijing.</p> <p>Postal code: 100190</p> <p>Tel: 8610-62509547 Fax: 8610-62561056</p>	<p><b>Article <del>3-5</del></b> The Company's address: Room 1701, 17/F, Block 1, Court No. 2, Ke Xue Yuan Nanlu, Haidian District, Beijing.</p> <p>Postal code: 100190</p> <p>Tel: 8610-62509547 Fax: 8610-62561056</p>
Newly added	<p><b><u>Article 6</u></b> The registered capital of the Company is RMB2,356,230,900.</p>
Newly added	<p><b><u>Article 7</u></b> The Company is a joint stock limited company with perpetual existence.</p>
<p><b>Article 5</b> The Company is a joint stock limited company with perpetual existence and is an independent legal entity. The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him.</p>	<p><b><u>Article <del>5-9</del></u></b> <del>The Company is a joint stock limited company with perpetual existence and is an independent legal entity. The Company shall undertake its liabilities with all of its assets that are divided into equal shares, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him.</del></p>

Original Articles	Articles After Amendments
<p><b>Article 6</b> The Articles of Association, being the code of conduct for the Company, are passed by way of a special resolution at the shareholders' general meeting of the Company and shall become effective on the date when the overseas-listed foreign shares, permitted by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on The Stock Exchange of Hong Kong Limited (the "HK Stock Exchange"). The Articles of Association supercede the articles of association previously filed with industry and commerce administration authorities. From the date of the Articles of Association becoming effective, the Articles of Association constitute a 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 inter se.</p>	<p><b>Article 6-10</b> <del>The Articles of Association, being the code of conduct for the Company, are passed by way of a special resolution at the shareholders' general meeting of the Company and shall become effective on the date when the overseas-listed foreign shares, permitted by the relevant departments of the PRC and the relevant regulatory authorities, are listed and traded on The Stock Exchange of Hong Kong Limited (the "HK Stock Exchange"). The Articles of Association supercede the articles of association previously filed with industry and commerce administration authorities. From the date of the Articles of Association becoming effective, the Articles of Association constitute a 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 inter se, and the Company, shareholders, directors, supervisors and senior management officers are legally-bound. Pursuant to the Articles of Association, shareholders may institute legal proceedings inter se or against the directors, supervisors, chief executive officer, other senior management officers of the Company and the Company; and the Company itself may institute legal proceedings against its shareholders, directors, supervisors, chief executive officer and other senior management officers.</del></p>



<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 7</b> The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management officers of the Company; all of whom are entitled, according to the Articles of Association, to make claims in respect of rights concerning the matters of the Company.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; and shareholders may institute legal proceedings against directors, supervisors and senior management officers of the Company.</p> <p>“Legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court and any arbitration application submitted to an arbitration institution.</p>	<p>Deleted</p>
<p><b>Article 8</b> The Company may invest in other limited liability companies, joint stock limited companies or other entities, and the Company’s liabilities to an investee entity shall be limited to the amount of its capital contribution to such investee entity.</p> <p>The Company shall not become a capital contributor that shall bear the joint and several liabilities for the debts of the entities it invests in, unless it is otherwise provided for by laws.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<b>Chapter 2 Objectives and Scope of Business of the Company</b>	<b>Chapter 2 Objectives and Scope of Business of the Company</b>
<b>Article 11</b> The objectives of the Company are to strive to make contributions to the nation of the PRC through its business and endeavor to become a trusted, respectable and global influential holding company with its equity in leading enterprises across various industries.	<b>Article <del>11</del>13</b> The objectives of the Company are to strive to make contributions to the nation of the PRC through its business and endeavor to become a trusted, respectable and <del>global</del> influential holding company with its equity in leading enterprises across various industries.
<b>Chapter 3 Shares and Registered Capital</b>	<b>Chapter 3 Shares <del>and Registered Capital</del></b>
Newly added	<b><u>Section 1 Issuance of Shares</u></b>
<b>Article 13</b> There must, at all times, be ordinary shares in the Company. Ordinary shares issued by the Company include domestic shares and foreign shares. Subject to the approval of the company approving department authorized by the State Council, the Company may, according to its requirements, create different classes of shares.	Deleted
<b>Article 14</b> The share of the Company is in the form of stock. The shares issued by the Company shall each have a par value of Renminbi one yuan.  Renminbi referred to in the preceding paragraph shall mean the lawful currency of the People's Republic of China.	<b>Article <del>14</del>15</b> The share of the Company is in the form of stock. The shares issued by the Company shall <u>be denominated in Renminbi with a par value of Renminbi one per share.</u> <del>each have a par value of Renminbi one yuan.</del>  Renminbi referred to in the preceding paragraph shall mean the lawful currency of the People's Republic of China.

Original Articles	Articles After Amendments
<p><b>Article 15</b> Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.</p> <p>Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.</p> <p>Domestic shares and overseas-listed shares issued by the Company are entitled to the same rights in any distribution in the form of dividend or any other forms.</p>	<p><b>Article <del>15</del>16</b> Shares of the Company shall be issued in a transparent, fair and equal manner and shall rank pari passu in all respects with the shares of the same class.</p> <p>Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.</p> <p><del>Domestic shares and overseas-listed shares issued by the Company are entitled to the same rights in any distribution in the form of dividend or any other forms.</del></p>
Newly added	<p><b>Article 17</b> <u>The non-overseas-listed shares issued by the Company shall be centrally deposited with and maintained by China Securities Depository and Clearing Corporation Limited. The overseas-listed shares issued by the Company are mainly kept in the securities registration and clearing institution in Hong Kong and may be held by the shareholders in their own names.</u></p>
<p><b>Article 16</b> 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 preceding paragraph mean those investors who subscribe for the Company's shares 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 Company's shares and who are located within the territory of the People's Republic of China excluding the regions mentioned above.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Article 17</b> Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares.</p> <p>Foreign shares which are listed overseas are called overseas-listed foreign shares. Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions which are recognized by the foreign exchange authority of the PRC and which can be used to pay the share price to the Company.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p>	<p><b>Article 17-18</b> <u>The shares issued onshore or offshore by the Company shall be registered at or filed with the China Securities Regulatory Commission (the “CSRC”).</u></p> <p>Shares which the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares which the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares.</p> <p>Foreign shares which are listed overseas are called overseas-listed foreign shares. Foreign currencies referred to in the preceding paragraph mean the lawful currencies (other than Renminbi) of other countries or regions which are recognized by the foreign exchange authority of the PRC and which can be used to pay the share price to the Company.</p> <p>Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.</p> <p><u> Holders of domestic shares of the Company who convert non-overseas-listed shares into shares listed and traded on overseas stock exchange(s) shall conform to relevant regulations promulgated by the CSRC, and authorize the Company to file with the CSRC on their behalf. They shall also comply with the regulatory procedures, provisions and requirements of the overseas securities market. The conversion of domestic shares into overseas-listed shares for listing and trading on overseas stock exchange(s) is not subject to the holding of a shareholders’ general meeting for voting. The overseas-listed shares converted from domestic shares shall be of the same class as the existing overseas-listed shares.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 18</b> The domestic shares the listing and trading of which on the HK Stock Exchange are permitted by the competent securities regulatory authority under the State Council and overseas-listed foreign shares are of the same class and are collectively referred to as overseas-listed shares.</p>	Deleted
<p><b>Article 19</b> The Company, at the time of its establishment, issued 2,000,000,000 ordinary shares to its promoters, all of which are subscribed and held by the promoters of the Company, among which:</p> <p>CAS Holdings subscribed and held 720,000,000 shares, representing 36% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Lian Chi Zhi Yuan subscribed and held 480,000,000 shares, representing 24% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Oceanwide Group subscribed and held 400,000,000 shares, representing 20% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Lian Heng Young Xin subscribed and held 178,000,000 shares, representing 8.9% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Liu Chuanzhi subscribed and held 68,000,000 shares, representing 3.4% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Zhu Linan subscribed and held 48,000,000 shares, representing 2.4% of the total number of ordinary shares issued by the Company at the time of its establishment;</p>	<p><b>Article 19</b> <u>The promoters of the Company are CAS Holdings, Lian Chi Zhi Yuan, Oceanwide Group, Lian Heng Yong Xin, Liu Chuanzhi, Zhu Linan, Chen Shaopeng, Tang Xudong, Ning Min and Huang Shaokang, who</u> subscribed and held all 2,000,000,000 ordinary shares issued by the Company at its establishment, among which:</p> <p>CAS Holdings subscribed and held 720,000,000 shares, representing 36% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Lian Chi Zhi Yuan subscribed and held 480,000,000 shares, representing 24% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Oceanwide Group subscribed and held 400,000,000 shares, representing 20% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Lian Heng Young Xin subscribed and held 178,000,000 shares, representing 8.9% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Liu Chuanzhi subscribed and held 68,000,000 shares, representing 3.4% of the total number of ordinary shares issued by the Company at the time of its establishment;</p>

Original Articles	Articles After Amendments
<p>Chen Shaopeng subscribed and held 20,000,000 shares, representing 1.0% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Tang Xudong subscribed and held 20,000,000 shares, representing 1.0% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Ning Min subscribed and held 36,000,000 shares, representing 1.8% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Huang Shaokang subscribed and held 30,000,000 shares, representing 1.5% of the total number of ordinary shares issued by the Company at the time of its establishment.</p>	<p>Zhu Linan subscribed and held 48,000,000 shares, representing 2.4% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Chen Shaopeng subscribed and held 20,000,000 shares, representing 1.0% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Tang Xudong subscribed and held 20,000,000 shares, representing 1.0% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Ning Min subscribed and held 36,000,000 shares, representing 1.8% of the total number of ordinary shares issued by the Company at the time of its establishment;</p> <p>Huang Shaokang subscribed and held 30,000,000 shares, representing 1.5% of the total number of ordinary shares issued by the Company at the time of its establishment.</p>
<p><b>Article 20</b> Pursuant to the approval of the securities regulatory authority of the State Council, the Company issued 352,944,000 overseas-listed foreign shares through initial public offering. Pursuant to the approval of the securities regulatory authority of the State Council and the National Council for Social Security Fund, the state-owned shareholder of the Company would transfer 35,294,400 state-owned shares held by it to the National Council for Social Security Fund in accordance with to the national provisions for the reduction of state-owned shareholdings. On June 29, 2015, an aggregate of 388,238,400 overseas-listed foreign shares were listed on the main board of the HK Stock Exchange.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>Pursuant to the authorization granted by the resolutions passed at the 2015 first special general meeting of the Company and the approval of the securities regulatory authority of the State Council, the Joint Global Coordinators partly exercised the over-allotment option. Accordingly, the Company allotted and issued an extra of 3,286,900 overseas-listed foreign shares. In addition, the state-owned shareholder of the Company transferred 328,690 state-owned shares held by it to the National Council for Social Security Fund in accordance with the national provisions for the reduction of state-owned shareholdings. On July 21, 2015, an aggregate of 3,615,590 overseas-listed foreign shares were listed on the main board of the HK Stock Exchange.</p> <p>Upon the completion of the above issuance of overseas-listed foreign shares, the shareholding structure of the Company shall be as follows: an aggregate of 1,964,376,910 domestic shares were held by CAS Holdings, Lian Chi Zhi Yuan, Oceanwide Group, Lian Heng Yong Xin, Liu Chuanzhi, Zhu Linan, Chen Shaopeng, Tang Xudong, Ning Min and Huang Shaokang, representing 83.37% of total ordinary shares in issue; 35,623,090 overseas-listed foreign shares were held by the National Council for Social Security Fund, representing 1.51% of total ordinary shares in issue; and 356,230,900 overseas-listed foreign shares were held by other holders of overseas-listed foreign shares, representing 15.12% of total ordinary shares in issue.</p>	

Original Articles	Articles After Amendments
<p>Pursuant to the approval of the competent securities regulatory authority under the State Council (Zheng Jian Xu Ke [2018] No. 738), all of the 880,000,000 domestic shares held by Lian Chi Zhi Yuan, Lian Heng Yong Xin, Liu Chuanzhi, Zhu Linan, Ning Min, Huang Shaokang, Chen Shaopeng and Tang Xudong, being shareholders of the Company, were converted into overseas-listed shares. On June 7, 2018, the aforesaid aggregate of 880,000,000 shares were listed on the HK Stock Exchange.</p>	
<p><b>Article 21</b> The Company’s Board of Directors may implement, through separate offerings, the proposals for the issuance of overseas-listed foreign shares and domestic shares upon approval by the securities authority of the State Council.</p> <p>The Company may implement separately its proposals to issue overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities authority of the State Council.</p>	Deleted
<p><b>Article 22</b> 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 securities authority of the State Council, be issued in separate tranches.</p>	Deleted
<p><b>Article 23</b> The registered capital of the Company is RMB2,356,230,900.</p>	Deleted



Original Articles	Articles After Amendments
<p><b>Article 24</b> Unless otherwise provided by the PRC laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed, fully-paid shares of the Company are freely transferable and are not subject to any lien. Transfer of overseas-listed shares listed in Hong Kong requires to be registered with the share registrar in Hong Kong entrusted by the Company.</p>	Deleted
Newly added	<p><b>Article 20</b> <u>The total number of shares of the Company is 2,356,230,900, all of which are ordinary shares.</u></p>
Newly added	<p><b>Article 21</b> <u>The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance to a person who acquires or is proposing to acquire shares of the Company by ways of, <i>inter alia</i>, gift, advance, guarantee, indemnity or a loan.</u></p>
<p><b>Chapter 4 Increase, Reduction and Repurchase of Shares</b></p>	<p><b><u>Section</u>Chapter 42 Increase, Reduction and Repurchase of Shares</b></p>
<p><b>Article 26</b> Pursuant to the Articles of Association, the Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the Company Law, other relevant requirements and the Articles of Association.</p>	<p><b>Article 26-23</b> <del>Pursuant to the Articles of Association,</del> <u>The Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the Company Law, other relevant requirements and the Articles of Association.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 29</b> Where the Company obtains approval of the relevant governing authorities of the PRC to repurchase its shares by reason of those circumstances mentioned in subparagraph (1), (2) or (4) of Article 28 of the Articles of Association, it may do so in one of the following ways:</p> <p>(1) making a pro rata general offer of repurchase to all its shareholders;</p> <p>(2) repurchasing shares through public trading on a stock exchange;</p> <p>(3) repurchasing by an off-market agreement outside a stock exchange;</p> <p>(4) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</p> <p>Where the Company repurchases its shares by reason of those circumstances mentioned in subparagraph (3), (5) or (6) of Article 28 of the Articles of Association, it shall do so through open and centralized transactions.</p>	<p><b>Article <del>29</del><sup>26</sup></b> Where the Company obtains approval of the relevant governing authorities of the PRC to repurchase its shares by reason of those circumstances mentioned in subparagraph (1), (2) or (4) of Article <del>28</del><sup>25</sup> of the Articles of Association, it may do so in one of the following ways:</p> <p>(1) making a pro rata general offer of repurchase to all its shareholders;</p> <p>(2) repurchasing shares through public trading on a stock exchange;</p> <p>(3) repurchasing by an off-market agreement outside a stock exchange;</p> <p>(4) any other circumstances <del>permitted</del><sup>permitted</sup> <del>recognized</del><sup>recognized</sup> by the laws and administrative regulations and <del>approved</del><sup>approved</sup> by the governing authorities.</p> <p>Where the Company repurchases its shares by reason of those circumstances mentioned in subparagraph (3), (5) or (6) of Article <del>28</del><sup>25</sup> of the Articles of Association, it shall do so through open and centralized transactions.</p> <p><u>The Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles of Association, before it can repurchase its shares by reason of those circumstances mentioned in subparagraphs (1) or (2) of Article 25 of the Articles of Association. A resolution shall be passed at a meeting of the Board of Directors attended by more than two thirds of the Directors, before the Company can repurchase its shares by reason of those circumstances mentioned in subparagraph (3), (5) or (6) of Article 25 of the Articles of Association.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 30</b> The Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles of Association, before it can repurchase its shares by reason of those circumstances mentioned in subparagraphs (1) or (2) of Article 28 of the Articles of Association. A resolution shall be passed at a meeting of the Board of Directors attended by more than two thirds of the Directors, before the Company can repurchase its shares by reason of those circumstances mentioned in subparagraph (3), (5) or (6) of Article 28 of the Articles of Association.</p> <p>The Company must obtain the prior approval of the shareholders' general meeting, in the manner stipulated in the Articles of Association, before it can repurchase its shares by means of an off-market agreement outside a stock exchange. The Company may, by obtaining the prior approval of the shareholders' general meeting in the same manner, release or vary, or waive its rights under, an agreement which has been so entered into.</p> <p>An agreement for the repurchase of shares referred to in the preceding paragraph includes (without limitation) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its shares or any right contained in such agreement.</p> <p>If there are provisions to the contrary regarding matters related to the aforementioned share repurchases in laws, administrative regulations, departmental rules, the Articles of Association and the rules of the HK Stock Exchange, such provisions shall prevail.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Article 31</b> The price of shares which the Company has the right to buy back for redemption shall limit to a maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tender shall be available to all shareholders on equal conditions.</p>	<p>Deleted</p>
<p><b>Article 32</b> Shares lawfully repurchased by the Company under subparagraph (1) of Article 28 herein shall be cancelled within ten days from the date of repurchase; for those shares repurchased under subparagraphs (2) and (4) of Article 28 herein shall be transferred or cancelled within 6 months thereafter; and the shares acquired by the Company in accordance with subparagraph (3), (5) or (6) of Article 28 herein shall not exceed 10% of the total issued share capital of the Company, and the shares repurchased shall be transferred or cancelled within three years.</p> <p>After cancelling the repurchased shares lawfully, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue a relevant announcement accordingly.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>	<p><del><b>Article 32-27</b> Shares lawfully repurchased by the Company under subparagraph (1) of Article 28-25 herein shall be cancelled within ten days from the date of repurchase; for those shares repurchased under subparagraphs (2) and (4) of Article 28-25 herein shall be transferred or cancelled within 6 months thereafter; and the shares acquired by the Company in accordance with subparagraph (3), (5) or (6) of Article 28-25 herein shall not exceed 10% of the total issued share capital of the Company, and the shares repurchased shall be transferred or cancelled within three years.</del></p> <p><del>After cancelling the repurchased shares lawfully, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue a relevant announcement accordingly.</del></p> <p><del>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</del></p>
<p>Newly added</p>	<p><b><u>Section 3 Transfer of Shares</u></b></p>
<p>Newly added</p>	<p><b><u>Article 28</u></b> Shares of the Company may be lawfully transferred.</p>
<p><b>Article 33</b> The Company shall not accept any share certificate of the Company as the subject of the pledge.</p>	<p><del><b>Article 33-29</b></del> The Company shall not accept any share of the Company as the subject of the pledge.</p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><u><b>Article 30</b> Shares held by promoters of the Company shall not be transferred within one year after the Company’s establishment. Shares issued prior to the public offering shall not be transferred within one year upon the listing and trading of the shares on the stock exchange(s).</u></p> <p><u>The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer each year during their terms of office shall not exceed 25% of the total number of the Company’s shares in his or her possession. Such personnel shall not transfer the Company’s shares in their possession within half year after they have terminated their employment with the Company.</u></p>
<p><b>Article 34</b> Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:</p> <p>(1) where the Company repurchases its shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose;</p> <p>(2) where the Company repurchases its shares 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 proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p>	<p>Deleted</p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<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 fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh 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 premium account (or capital reserve account) (including the premiums from the fresh 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. payment for the acquisition of the right to repurchase its shares;</p> <p>ii. payment for variation of any contract for the repurchase of its shares;</p> <p>iii. payment for the release of its obligations 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 premium account (or capital reserve fund account).</p>	

Original Articles	Articles After Amendments
<b>Chapter 5 Financial Assistance for Acquisition of Shares of the Company</b>	Deleted
<p><b>Article 35</b> The Company or its subsidiaries shall not, at any time and in any manner, provide any kind of financial assistance to a person who acquires or is proposing to acquire shares of the Company. The said person includes any person who has directly or indirectly incurs any obligations due to the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, at any time and in any manner, provide financial assistance to the aforesaid person for the purpose of reducing or discharging the obligations assumed by him.</p> <p>This article does not apply to the circumstances as stated in Article 37 of this Chapter.</p>	Deleted
<p><b>Article 36</b> The financial assistance as referred to in this Chapter includes, but not limited to, the following:</p> <p>(1) assistance given by way of gift;</p> <p>(2) assistance given by way of guarantee (including the provision of any undertaking or property to secure the performance of obligations by the obligor) or indemnity (other than an indemnity in respect of the Company's own default), or by way of release or waiver;</p> <p>(3) assistance given by way of a loan; or entering into an agreement under which the Company needs to perform its obligations ahead of the other contracting parties; or a change in the parties to, or the assignment of rights arising under such loan or such agreement; or</p> <p>(4) assistance given by the Company in any other manner when the Company is insolvent or has no net assets or where its net assets would thereby be reduced to a material extent; and</p>	Deleted

Original Articles	Articles After Amendments
<p>The expression “incurring an obligation” as referred to in this Chapter includes incurring of an obligation by making an agreement or arrangement (irrespective of whether such contract or arrangement is enforceable or not, and whether such obligations are to be borne by the obligor solely or jointly with any other person) or by any other means which results in a change in the obligor’s financial position.</p>	
<p><b>Article 37</b> The following acts shall not be deemed to be acts as prohibited in Article 35 herein:</p> <p>(1) the provision of financial assistance where the Company’s principal purpose for giving that assistance is genuinely for the Company’s interests and not for the purpose of acquiring the Shares, or the provision of such assistance is incidental to some broader objective of the Company;</p> <p>(2) the lawful distribution of the Company’s assets by way of dividend;</p> <p>(3) the allotment of bonus shares as dividends;</p> <p>(4) a reduction of registered capital, a repurchase of shares or a reorganization of the share capital structure of the Company effected in accordance with the Articles of Association;</p> <p>(5) the provision of loans 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, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company); and</p>	<p>Deleted</p>



Original Articles	Articles After Amendments
<p>(6) the Company's contributions to employees' share schemes (provided that the net assets of the Company are not thereby reduced or, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits of the Company).</p>	
<p><b>Chapter 6 Share Certificates and Register of Shareholders</b></p>	Deleted
<p><b>Article 38</b> Share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.</p> <p>During the listing of the Company's overseas-listed shares on the HK Stock Exchange, the Company shall at any time ensure that the following statements are included in all title documents (including overseas-listed shares certificates) relating to its securities listed on the HK Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</p> <p>(1) the purchaser of the shares and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law and other relevant laws, administrative regulations, the Special Regulations and the Articles of Association;</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>(2) the purchaser of the shares agrees with the Company, each of the Company’s shareholders, directors, supervisors and senior management officers of the Company, and the Company, acting on behalf of itself and each of the directors, supervisors and senior management officers of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights in relation to the Company’s affairs arising from the Articles of Association or any rights or obligations under the Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive;</p> <p>(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder;</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management officers, pursuant to which the directors and senior management officers undertake to observe and fulfill their responsibilities under the Articles of Association to the shareholders.</p>	
<p><b>Article 39</b> The shares of the Company may be transferred, donated, inherited and pledged in accordance with the relevant laws, administrative regulations and the Articles of Association. The documents of transfer and other documents in relation to the ownership of shares shall be registered with the share registrar entrusted by the Company.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 40</b> The share certificates shall be signed by the chairman of the Board of Directors. Where the stock exchange on which the Company’s shares are listed requires the share certificates to be signed by other senior management officers, the share certificates shall also be signed by such senior management officers. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed or printed with the Company’s seal under the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors of the Company or other relevant senior management officers on the share certificates may also be in printed form.</p> <p>Under the conditions of paperless issuance and transactions, other requirements stipulated by the securities regulatory authorities and stock exchanges of the places where the shares of the Company are listed shall prevail.</p>	<p>Deleted</p>
<p><b>Article 41</b> The Company shall maintain a register of shareholders and register the following particulars:</p> <p>(1) the name, address (residence), occupation or nature of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid-up or payable in respect of shares held by each shareholder;</p> <p>(4) the serial numbers of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder registers as shareholder;</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>(6) the date on which each shareholder ceases to be shareholder.</p> <p>The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except with evidence to prove the contrary.</p>	
<p><b>Article 42</b> Subject to the Articles of Association and other applicable requirements and upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered in the register of shareholders.</p> <p>All instruments of transfer and other documents related to the ownership of any overseas-listed shares or affecting the ownership of any overseas-listed shares shall be registered. If any fees are charged in respect of such registration, such fees shall not exceed the highest fees as prescribed by the HK Stock Exchange.</p> <p>Where two or more than two persons are registered as joint holders of any shares, they should be deemed as joint owners of such shares and subject to the following restrictions:</p> <p>(1) the restricted number of holders jointly registered shall not exceed four if the Company is entitled to restrict the number of shareholders of joint holders account;</p> <p>(2) all joint holders of any shares shall jointly and severally assume obligation for all amounts payable for relevant shares;</p>	Deleted

Original Articles	Articles After Amendments
<p>(3) if one of the joint holders dies, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board of Directors shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate of the relevant shareholder where it deems appropriate to do so; and</p> <p>(4) in case of joint holders of any shares, any of them may attend a shareholders' general meeting of the Company or exercise the voting rights of the shares (regardless of attendance in person or by proxy). In case more than one joint holder attends the shareholders' general meeting in person or by proxy, only the attender whose name appears first in the register of shareholders among such joint holders is entitled to vote for such shares.</p>	
<p><b>Article 43</b> The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas-listed shares outside China and appoint overseas agent(s) to manage such register. The original copy of register of holders of overseas-listed shares listed in Hong Kong shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas-listed shares at the Company's corporate domicile. The appointed overseas agent(s) shall ensure the consistency between the original version and the duplicate register of holders of overseas-listed shares at all times.</p> <p>If there is any inconsistency between the original version and the duplicate register of holders of overseas-listed shares, the original version shall prevail.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Article 44</b> The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following parts:</p> <p>(1) the register of shareholders maintained at the Company’s corporate domicile (other than those registers of shareholders as described in subparagraphs (2) and (3) of this Article);</p> <p>(2) the register of shareholders in respect of the holders of overseas-listed shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located;</p> <p>(3) the register of shareholders maintained at such other place as the Board of Directors may consider necessary for the purpose of listing of the Company’s shares.</p>	<p>Deleted</p>
<p><b>Article 45</b> Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.</p> <p>Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 46</b> All transfers of overseas-listed shares shall be carried out in general or common format, or any other written transfer instrument format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed by the HK Stock Exchange from time to time); a written transfer document may be signed under hand or (where the transferor or transferee is a corporation) by the company's seal. In the event that the transferor or transferee of the shares of the Company is a recognized clearing house (the "Recognized Clearing House") as defined under the law of Hong Kong or its agent, a written transfer instrument may be signed in a machine-printed form.</p> <p>All paid-up overseas-listed shares which are listed in Hong Kong are freely transferable pursuant to the Articles of Association. However, the Board of Directors may refuse to recognize any instrument of transfer without giving any reason, unless:</p> <p>(1) a fee (for each instrument of transfer) of HK\$2.5 or any higher fee as agreed by the HK Stock Exchange has been paid to the Company to register the instrument of transfer of shares and other documents relating to or affecting the ownership of such shares;</p> <p>(2) the instrument of transfer involves only the overseas-listed shares listed in Hong Kong;</p> <p>(3) the stamp duty payable on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and evidence reasonably required by the Board of Directors showing that the transferor has the right to transfer such shares shall be provided;</p>	Deleted

Original Articles	Articles After Amendments
<p>(5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed 4;</p> <p>(6) the Company does not have any lien over the relevant shares; and</p> <p>(7) no transfer shall be made to minors or persons of unsound mind or others under legal disability.</p> <p>If the Company refuses to register any transfer of shares, it shall provide the transferor and the transferee of the shares with a notification of refusal in relation to registration of shares within two months from the application for registration.</p>	
<p><b>Article 47</b> Shares held by promoters of the Company shall not be transferred within one year after the Company’s establishment.</p> <p>The directors, supervisors and senior management officers of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company’s shares in his or her possession. Such personnel shall not transfer the Company’s shares in their possession within half year after they have terminated their employment with the Company.</p>	Deleted



Original Articles	Articles After Amendments
<p><b>Article 48</b> Subject to the approval of the securities regulatory authorities of the State Council, holders of domestic shares of the Company may transfer all or part of the shares held by them to foreign investors and have the shares listed and traded on overseas stock exchange(s). All or part of the domestic shares are convertible into overseas-listed shares, and the resulting overseas-listed shares may be listed and traded on overseas stock exchange(s). The shares transferred or converted shall comply with the regulatory procedures, provisions and requirements of the overseas securities market when listed and traded in an overseas stock exchange. The listing and trading of the transferred shares in an overseas stock exchange, or the conversion of domestic shares into overseas-listed shares for listing and trading on foreign stock exchange(s), are not subject to the holding of a shareholders' general meeting or a class meeting for voting. The overseas-listed shares converted from domestic shares shall be of the same class with the existing overseas-listed foreign shares.</p>	Deleted
<p><b>Article 49</b> Where relevant laws and regulations and the HKEx Listing Rules stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</p>	Deleted

Original Articles	Articles After Amendments
Newly added	<b><u>Chapter 4 Shareholders and Shareholders General Meetings</u></b>
Newly added	<b><u>Section 1 Shareholders</u></b>
Newly added	<b><u>Article 31</u></b> The Company shall maintain a register of shareholders based upon the evidence provided by the securities registration authority. The register of shareholders shall be the sufficient evidence for the shareholders’ shareholding in the Company. A shareholder shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.
<b>Article 50</b> Where the Company convenes a shareholders’ general meeting, distributes dividends, liquidates and carries out other activities which would require the determination of shareholdings, the Board of Directors shall fix a date for ascertainment of the shareholding. Upon the close of such date, the shareholders who remain on the register shall be deemed as the shareholders of the Company.	<b><u>Article 50-32</u></b> Where the Company convenes a shareholders’ general meeting, distributes dividends, liquidates and carries out other activities which would require the <del>determination</del> <u>identification</u> of a shareholders <del>shareholdings</del> , the Board of Directors shall fix a date for the <del>ascertainment</del> <u>registration</u> of the shareholding. <del>Upon the close of such date, Shareholders who whose</del> <u>names remain on the register on the date for shareholding registration are entitled to relevant rights and interests.</u>
<b>Article 51</b> Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.	Deleted

Original Articles	Articles After Amendments
<p><b>Article 52</b> Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificates (the “Original Certificates”) are lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of the domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the relevant requirements of the Company Law.</p> <p>If a holder of overseas-listed shares loses his share certificates and applies for their replacement, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed shares is maintained.</p> <p>If a holder of overseas-listed shares loses his share certificates and applies for their replacement, the issue of replacement certificates to that holder shall comply with the following requirements:</p> <p>(1) the applicant shall submit an application in the form prescribed by the Company accompanied by a notarial document or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the Relevant Shares;</p> <p>(2) no statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the Relevant Shares before the Company came to a decision to issue the replacement certificates;</p>	Deleted

Original Articles	Articles After Amendments
<p>(3) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board of Directors. The announcement shall be made at least once every 30 days in a period of 90 days. The newspapers designated by the Board of Directors shall be at least one Chinese and English newspaper recognized by the HK Stock Exchange;</p> <p>(4) the Company shall, prior to the publication of its announcement of intention to issue a replacement certificate, deliver to the HK Stock Exchange a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from the HK Stock Exchange that the announcement has been exhibited at its premises. The announcement shall be exhibited at the premises of the HK Stock Exchange for a period of 90 days. In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published;</p> <p>(5) if, upon expiration of the 90-day period referred to in subparagraphs (3) and (4) of this Article, the Company has not received from any person any objection to the issuance of replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application;</p> <p>(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and issue in the register of shareholders accordingly;</p>	

Original Articles	Articles After Amendments
<p>(7) all expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p>	
<p><b>Article 53</b> Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforesaid new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	Deleted
<p><b>Article 54</b> The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the Original Certificate or the issuance of the replacement certificate, unless the claimant proves that the Company has acted fraudulently.</p>	Deleted
<p><b>Chapter 7 Rights and Obligations of Shareholders</b></p>	Deleted
<p><b>Article 55</b> A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and numbers of shares held by him; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>All classes of shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other form.</p>	Deleted

Original Articles	Articles After Amendments
<p>A shareholder of legal person shall appoint its legal representative or a proxy authorized by the legal representative to exercise its rights on its behalf. The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason only that persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	
<p><b>Article 56</b> Holders of ordinary shares of the Company shall have 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 request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at shareholders’ general meetings in proportion to the number of shares held in accordance with laws;</p> <p>(3) the right to supervise and manage the Company’s business operations, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, give or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>i. a copy of the Articles of Association upon payment of a reasonable charge;</p> <p>ii. the right to inspect and copy, subject to payment of a reasonable charge;</p>	<p><del><b>Article 56</b></del> <del>33</del> <b>Article 56-33</b> Holders of ordinary shares <u>Shareholders</u> of the Company shall have 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 request, convene and chair a shareholders’ general meeting as well as attend and exercise the <u>relevant</u> voting right in person or appoint a proxy to attend and vote on his/her behalf at shareholders’ general meetings <del>in proportion to the number of shares;</del></p> <p>(3) the right to supervise <del>and manage the</del> Company’s <del>business</del> operations, and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, give or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;</p>

Original Articles	Articles After Amendments
<p>(i) a copy of register of all classes of shareholders;</p> <p>(ii) personal particulars of directors, supervisors and senior management officers of the Company;</p> <p>(iii) a report on the state of the issued share capital of the Company;</p> <p>(iv) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</p> <p>(v) special resolutions of the Company;</p> <p>(vi) reports showing the quantity and par value in respect of each class of shares repurchased by the Company since the end of the last financial year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and overseas-listed shares);</p> <p>(vii) minutes of the shareholders' general meetings (for shareholders' review only);</p> <p>(viii) corporate bond counterfoils.</p> <p>The Company shall deposit the documents in clauses (1) to (7) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the Main Board Listing Rules available for free inspection of the public and the holders of overseas-listed shares.</p> <p>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</p>	<p>(5) <u>the right to inspect the Articles of Association, the register of shareholders, corporate bond counterfoils, minutes of the shareholders' general meetings, resolutions of the board meetings and of meetings of the Board of Supervisors as well as financial and accounting reports;</u> <del>the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</del></p> <p><del>i. a copy of the Articles of Association upon payment of a reasonable charge;</del></p> <p><del>ii. the right to inspect and copy, subject to payment of a reasonable charge;</del></p> <p><del>(i) a copy of register of all classes of shareholders;</del></p> <p><del>(ii) personal particulars of directors, supervisors and senior management officers of the Company;</del></p> <p><del>(iii) a report on the state of the issued share capital of the Company;</del></p> <p><del>(iv) the latest audited financial statements of the Company, and the reports of directors, auditors and supervisors;</del></p> <p><del>(v) special resolutions of the Company;</del></p> <p><del>(vi) reports showing the quantity and par value in respect of each class of shares repurchased by the Company since the end of the last financial year, the aggregate amount paid by the Company for this purpose, and the maximum and minimum prices paid in respect of each class of securities repurchased (with a breakdown between domestic shares and overseas-listed shares);</del></p>

Original Articles	Articles After Amendments
<p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting;</p> <p>(9) any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p><del>(vii) minutes of the shareholders' general meetings (for shareholders' review only);</del></p> <p><del>(viii) corporate bond counterfoils.</del></p> <p>The Company shall deposit the documents in clauses (1) to (7) above (other than clause (2)) and other applicable documents at its Hong Kong address as required by the Main Board Listing Rules available for free inspection of the public and the holders of overseas-listed shares.</p> <p><del>The Company may refuse any inspecting or copying request which involves commercial secrets and insider information on the Company and privacy of relevant personnel.</del></p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them;</p> <p><del>(8) shareholders individually or jointly holding 3% or more of the Company's shares can make a provisional motion in writing to the Board of Directors 10 days before the date of shareholders' general meeting;</del></p> <p>(9) any other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>



Original Articles	Articles After Amendments
	<p><u>Shareholders requesting to inspect the foresaid information or obtain such materials shall provide the Company with written documents evidencing the class and number of the shares he/she holds. The Company shall provide the information or materials at the request of such shareholder when the shareholder’s identity is verified.</u></p>
<p>Newly added</p>	<p><b>Article 34</b> <u>Shareholders are entitled to petition to a people’s court to invalidate any resolution of the shareholders’ general meetings or meetings of the Board of Directors if its contents contradicts the laws and administrative regulations.</u></p> <p><u>If the procedure for convening the shareholders’ general meeting or the meeting of the Board of Directors, or the method of voting violates laws, administrative regulations or the Articles of Association, or if the contents of a resolution violate the Articles of Association, a shareholder may, within 60 days of passing of the resolution, petition to a people’s court for cancellation of resolution.</u></p>
<p>Newly added</p>	<p><b>Article 35</b> <u>If any director and senior management officer violates the laws, administrative regulations or the Articles of Association during the course of performing his/her duties and causes losses to the Company, shareholders individually or collectively holding 1% or more of the shares of the Company for more than 180 consecutive days may submit a written request to the Board of Supervisors to institute proceedings to the people’s court. If the Board of Supervisors, violates the laws, administrative regulations or the Articles of Association during the course of performing his/her duties and causes losses to the Company, shareholders may submit a written request to Board of Directors to institute proceedings to the people’s court.</u></p>

Original Articles	Articles After Amendments
	<p><u>If the Board of Supervisors and the Board of Directors refuse to institute proceedings after receipt of the written request, or fail to institute proceedings within 30 days of the date of receipt, or if the matter is urgent and failure in the immediate institution of proceedings would result in damage to the interests of the company that is difficult to remedy, the shareholder(s) specified in the preceding paragraph shall have the right to directly institute proceedings in his or her or their name in a people’s court for the interests of the Company.</u></p> <p><u>In the event that a breach of the Company’s lawful interests and rights by any other person causes losses to the Company, shareholders specified in paragraph 1 of this Article may institute a proceeding as stipulated in the preceding two paragraphs.</u></p>
Newly added	<p><u><b>Article 36</b> If the shareholders’ interests are jeopardized owing to the violation of the laws, administrative regulations or the Articles of Association by the directors and senior management officers, shareholders may institute proceedings in a people’s court.</u></p>
<p><b>Article 57</b> Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) to abide by the laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) to assume liability of the Company based on the shares held by them;</p> <p>(4) not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations;</p>	<p><del><b>Article 57-37</b></del> <u>Shareholders</u> of the Company shall assume the following obligations:</p> <p>(1) to abide by the laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) <del>to assume liability of the Company based on the shares held by them;</del></p> <p>(4) <del>not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations;</del></p>

Original Articles	Articles After Amendments
<p>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>	<p><u>(3) not to withdraw their shares unless otherwise specified by the laws and regulations;</u></p> <p><u>(4) not to abuse shareholders’ rights to infringe upon the interests of the Company or other shareholders; and not to abuse the independent status of the company legal person and the limited liability of shareholders to infringe upon the interests of the creditors of the Company;</u></p> <p>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p><del>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</del></p> <p><u>If a shareholder of the Company abuses its shareholder’s rights, thereby causing losses to the Company or other shareholders, the shareholder shall be liable for compensation according to the law. If a shareholder of the Company abuses the independent status of the company legal person and the limited liability of shareholders to evade debts and seriously harms the interests of the creditors of the Company, it shall bear joint and several liability for the debts of the Company.</u></p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 58</b> In addition to obligations imposed by laws, 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 directors or supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company;</p> <p>(3) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive another shareholder of his personal interest, including, but not limited to, any allocation right and voting right, but excluding any corporate restructuring proposal submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Article 59</b> For the purpose of the Articles of Association, a controlling shareholder” means a shareholder who satisfies any one of the following conditions:</p> <p>(1) any person acting on his own or in concert with other parties has the power to elect not less than half of the directors;</p> <p>(2) any person acting on his own or in concert with other parties has the power to exercise or control the exercise of 30% or more of the voting rights of the Company;</p> <p>(3) any person acting on his own or in concert with other parties holds 30% or more of the outstanding shares of the Company;</p> <p>(4) any person acting on his own or in concert with other parties has actual control over the Company in any other manner.</p> <p>The term of “acting in concert” referred to in this Article represents an act that any of two or more persons obtains the voting right in the Company by way of their agreement thereon (whether in oral or in written form), so as to realize or reinforce their purpose of controlling the Company.</p>	<p>Deleted</p>
<p><b>Chapter 8 Shareholders’ General Meetings</b></p>	<p><u><b>Section 2</b></u><del>Chapter-8</del> <b>General Rules for the Shareholders’ General Meetings</b></p>
<p><b>Article 60</b> The shareholders’ general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with laws.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 61</b> The shareholders' general meeting shall have the following functions and powers:</p> <p>(1) to decide the Company's operational guidelines and investment schemes;</p> <p>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</p> <p>(3) to consider and approve the reports of the Board of Directors;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(6) to consider and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p>(7) to resolve on increase or reduction in the Company's registered capital;</p> <p>(8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;</p> <p>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to consider and approve the motions put forward by shareholders individually or jointly holding 3% or more of the Company's shares with voting rights;</p>	<p><b>Article <del>61</del>38</b> The shareholders' general meeting <u>is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</u></p> <p>(1) to decide the Company's operational guidelines and investment schemes;</p> <p>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</p> <p>(3) to consider and approve the reports of the Board of Directors;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(6) to consider and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p>(7) to resolve on increase or reduction in the Company's registered capital;</p> <p>(8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;</p> <p>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</p> <p>(10) to amend the Articles of Association;</p>

Original Articles	Articles After Amendments
<p>(12) to decide the engagement, re-appointment or dismissal of the accounting firms;</p> <p>(13) to consider and approve the external guarantees subject to the approval of the shareholders’ general meeting;</p> <p>(14) to consider and approve the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company’s latest audited total assets;</p> <p>(15) to consider and approve the share incentive plan;</p> <p>(16) to resolve on the repurchase of the Company’s shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article 28 of the Articles of Association;</p> <p>(17) to resolve on any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;</p> <p>(18) to consider other matters as required by the listing rules of the stock exchange of the locality on which the Company’s shares are listed.</p> <p>The shareholders’ general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the shareholders’ general meeting:</p>	<p><del>(11) to consider and approve the motions put forward by shareholders individually or jointly holding 3% or more of the Company’s shares with voting rights;</del></p> <p><del>(12)</del> to decide the engagement, re-appointment or dismissal of the accounting firms;</p> <p><del>(13)</del> to consider and approve the external guarantees subject to the approval of the shareholders’ general meeting;</p> <p><del>(14)</del> to consider and approve the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company’s latest audited total assets;</p> <p><u>(14) to consider and approve changes in use of proceeds from fundraising activities;</u></p> <p>(15) to consider and approve the share incentive plan <u>and the employee stock ownership plans;</u></p> <p>(16) to resolve on the repurchase of the Company’s shares by reason of those circumstances stipulated in sub-paragraphs (1) and (2) of Article <del>28</del><u>25</u> of the Articles of Association;</p> <p>(17) to resolve on any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;</p> <p>(18) to consider other matters as required by the listing rules of the stock exchange of the locality on which the Company’s shares are listed.</p>

Original Articles	Articles After Amendments
<p>i. subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional overseas-listed shares not exceeding 20% of the overseas-listed shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</p> <p>ii. to authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, midterm financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>	<p>The shareholders’ general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the shareholders’ general meeting:</p> <p>i. subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional overseas-listed shares not exceeding 20% of the <del>overseas-listed</del><u>total</u> shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</p> <p>ii. to authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, midterm financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>



Original Articles	Articles After Amendments
<p><b>Article 62</b> The provision of external guarantees by the Company shall be considered and approved by the Board of Directors. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders’ general meeting.</p> <p>When the shareholders’ general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders.</p> <p>If a director or senior management officer violates a provision on the approval authority or consideration procedure for the provision of external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.</p>	<p><b>Article <del>62-39</del></b> The provision of external guarantees by the Company shall be considered and approved by the Board of Directors. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders’ general meeting.</p> <p>When the shareholders’ general meeting is considering a proposal to provide guarantee for any shareholder or de facto controller, the said shareholder or the shareholders controlled by the said de facto controller shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders.</p> <p>If a director or senior management officer violates a provision on the approval authority or consideration procedure for the provision of external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.</p>
<p><b>Article 63</b> The Company shall not, without the prior approval of the shareholders’ general meeting, enter into any contract with any party (other than the directors, supervisors and senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company’s business.</p>	<p><b>Article <del>63-40</del></b> <u>Save as under circumstances such as crisis,</u> the Company shall not, without the <del>prior</del>-approval of the shareholders’ general meeting <u>through special resolutions,</u> enter into any contract with any party (other than the directors, <del>supervisors</del>-and senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company’s business.</p>

Original Articles	Articles After Amendments
<p><b>Article 64</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p>Extraordinary general meetings shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within 2 months from the occurrence of any of the following circumstances:</p> <p>(1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</p> <p>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;</p> <p>(3) where any shareholder(s) holding individually or collectively 10% or more of the Company’s shares request(s) in writing for the convening of an extraordinary general meeting;</p> <p>(4) when deemed necessary by the Board of Directors or when requested by the Board of Supervisors;</p> <p>(5) when proposed by two or more of independent directors;</p> <p>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company’s securities are listed or the Articles of Association.</p>	<p><b>Article <del>64</del><u>41</u></b> A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meetings shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p><del>Extraordinary general meetings shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within 2 months from the occurrence of any of the following circumstances:</del></p> <p><del>(1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</del></p> <p><del>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;</del></p> <p><del>(3) where any shareholder(s) holding individually or collectively 10% or more of the Company’s shares request(s) in writing for the convening of an extraordinary general meeting;</del></p> <p><del>(4) when deemed necessary by the Board of Directors or when requested by the Board of Supervisors;</del></p> <p><del>(5) when proposed by two or more of independent directors;</del></p> <p><del>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company’s securities are listed or the Articles of Association.</del></p>

Original Articles	Articles After Amendments
<p>In any of the circumstances referred to in subparagraphs (3), (4) and (5) above, the matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.</p>	<p><del>In any of the circumstances referred to in subparagraphs (3), (4) and (5) above, the matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.</del></p>
<p>Newly added</p>	<p><b>Article 42</b> <u>The Board of Directors shall convene an extraordinary general meeting within 2 months from the occurrence of any of the following events:</u></p> <p><u>(1) when the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;</u></p> <p><u>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;</u></p> <p><u>(3) where any shareholder(s) holding individually or collectively 10% or more of the Company’s shares request(s) in writing for the convening of an extraordinary general meeting;</u></p> <p><u>(4) when deemed necessary by the Board of Directors or when requested by the Board of Supervisors;</u></p> <p><u>(5) when proposed by two or more of independent directors;</u></p> <p><u>(6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the locality where the Company’s securities are listed or the Articles of Association.</u></p>

Original Articles	Articles After Amendments
Newly added	<b><u>Section 3 Convening of the Shareholders' General Meetings</u></b>
Newly added	<p><b><u>Article 43</u></b> <u>The Board of Supervisors is entitled to make a written proposal to the Board of Directors requesting the convening of an extraordinary general meeting. The Board of Directors shall, as stipulated by the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days of the receipt of the proposal.</u></p> <p><u>In the event that the Board of Directors agrees to convene an extraordinary general meeting, it shall serve a notice of the general meeting within five days after such resolution was passed by the Board of Directors; any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors.</u></p> <p><u>In the event that the Board of Directors disagrees to convene an extraordinary general meeting, or no reply was furnished within 10 days upon the receipt of the proposal, the Board is deemed to be unable or fail to perform the duty of convening a general meeting, in which case the Board of Supervisors may convene and preside over such meeting by itself.</u></p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><b>Article 44</b> <u>Shareholders individually or collectively holding 10% or more of the shares of the Company are entitled to make a written proposal to the Board of Directors requesting the convening of an extraordinary general meeting. The Board of Directors shall, as stipulated by the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days of the receipt of the proposal.</u></p> <p><u>In the event that the Board of Directors agrees to convene an extraordinary general meeting, it shall serve a notice of the general meeting within five days after such resolution was passed by the Board of Directors; any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.</u></p> <p><u>In the event that the Board of Directors disagrees to convene an extraordinary general meeting, or no reply was furnished within 10 days upon the receipt of the proposal, shareholders individually or collectively holding 10% or more of the shares of the Company are entitled to make a written proposal to the Board of Supervisors requesting the convening of an extraordinary general meeting.</u></p> <p><u>In the event that the Board of Supervisors agrees to convene an extraordinary general meeting, it shall serve a notice of the general meeting within five days of the receipt of the request; any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.</u></p>

Original Articles	Articles After Amendments
	<p><u>In the event that the Board of Supervisors does not serve a notice of the general meeting within the stipulated period, the Board of Supervisors is deemed to fail in convening and presiding a general meeting, in which case shareholders individually or collectively holding 10% or more of the shares of the Company for 90 consecutive days may convene and preside over such meeting by themselves.</u></p>
Newly added	<p><b>Article 45</b> <u>The Board of Directors shall be informed in writing if the Board of Supervisors or shareholders decide on their own to convene a general meeting.</u></p> <p><u>Shareholders convening the general meeting shall hold no less than 10% of the shares of the Company prior to the announcement of the resolutions of such meetings.</u></p>
Newly added	<p><b>Article 46</b> <u>The Board of Directors and its secretary shall provide any assistance necessary for the general meeting convened by the Board of Supervisors or shareholders. The Board of Directors shall provide the register of shareholders on the date for shareholding registration.</u></p>
Newly added	<p><b>Article 47</b> <u>All necessary expenses incurred for the general meeting convened by the Board of Supervisors or shareholders shall be borne by the Company.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 65</b> Shareholders requesting the convening of extraordinary general meetings or class meetings shall follow the procedures listed below:</p> <p>(1) Shareholder(s) individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders’ meeting. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders’ meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</p> <p>(2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s) individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may request by written requisition(s) the Board of Supervisors to convene the extraordinary general meeting or class shareholders’ meeting.</p> <p>(3) Where the Board of Supervisors fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for more than 90 consecutive days, individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord within four months upon the Board having received such request. The convening procedures shall, to the extent possible, be identical to procedures according to which general meetings are to be convened by the Board.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</p>	
<p>Newly added</p>	<p><b><u>Section 4 Proposals and Notice of the Shareholders’ General Meetings</u></b></p>
<p>Newly added</p>	<p><b><u>Article 48</u></b> The contents of the resolution shall be within the scope of authority of the shareholders’ general meeting, have a clear subject and specific matters for resolution, and shall comply with the laws, administrative regulations, Listing Rules and the Articles of Association.</p>
<p><b>Article 66</b> When the Company convenes a shareholders’ general meeting, shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall be entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.</p>	<p><b><u>Article 66-49</u></b> When the Company convenes a shareholders’ general meeting, <u>the Board of Directors, the Board of Supervisors and shareholders individually or collectively holding 3% or more of the shares of the Company</u> are entitled to submit a proposal to <u>the Company</u>.</p> <p>Shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall be entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting <u>regarding the content of new proposal and announce the same</u> within two days after the receipt of such proposal. <del>incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting.</del> The new agenda shall be tabled to the general meeting for consideration.</p>



Original Articles	Articles After Amendments
	<p><u>Save for the circumstances referred to in the preceding paragraphs, the convener shall not alter or make any addition to the proposals set out in the notice of the general meeting.</u></p>
<p>Newly added</p>	<p><u>Article 50</u> Resolutions not included in the notice of the general meeting or contravening Articles 48 and 49 in the Articles of Association shall not be voted and passed as resolutions at the meeting.</p>
<p><b>Article 67</b> To convene an annual general meeting, the Company shall give notices 20 days before the date of meeting, informing each shareholder of the matters proposed to be considered at the meeting and the date and place of the meeting. To convene an extraordinary general meeting, the Company shall notify each shareholder 15 days before the date of meeting.</p> <p>Unless otherwise provided in the Articles of Association, the notice of the shareholders’ general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders’ general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p>	<p><del>Article 67-51</del> To convene an annual general meeting, the Company shall give notice to each shareholder <del>20</del><u>21</u> days before the date of meeting, <del>informing each shareholder of the matters proposed to be considered at the meeting and the date and place of the meeting.</del> To convene an extraordinary general meeting, the Company shall notify each shareholder 15 days before the date of meeting.</p> <p><del>Unless otherwise provided in the Articles of Association, the notice of the shareholders’ general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders’ general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</del></p> <p><del>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</del></p>

Original Articles	Articles After Amendments
<p>The notice of a shareholders' general meeting served on the holders of overseas-listed shares may be published through the websites of the HK Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p><del>The notice of a shareholders' general meeting served on the holders of overseas-listed shares may be published through the websites of the HK Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</del></p>
<p><b>Article 68</b> Matters not set out in the notice referred to in Article 66 and Article 67 of the Articles of Association shall not be resolved at a shareholders' general meeting.</p>	<p>Deleted</p>
<p><b>Article 69</b> Notice of a shareholders' general meeting shall:</p> <p>(1) be in writing;</p> <p>(2) specify the time, place and date of the meeting;</p> <p>(3) set out the matters to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the 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 contract (if any), and the cause and effect of such proposal shall be properly described;</p>	<p><b>Article 69-52</b> Notice of a shareholders' general meeting shall <u>include the following</u>:</p> <p><u>(1) the time and the place of the meeting;</u></p> <p><u>(2) matters and proposals to be considered at the meeting;</u></p> <p><u>(3) explicit statement on the rights of all shareholders of ordinary shares (including preference shareholders with restored voting rights) to attend and vote in person or by proxy at the shareholders' general meeting; the proxy shall be appointed in writing and may not be a shareholder of the Company;</u></p> <p><u>(4) other matters as stipulated by the laws, administrative regulations, departmental rules or the Listing Rules.</u></p> <p><del>(1) be in writing;</del></p> <p><del>(2) specify the time, place and date of the meeting;</del></p> <p><del>(3) set out the matters to be considered at the meeting;</del></p>

Original Articles	Articles After Amendments
<p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor and senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor or senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p><del>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the 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 contract (if any), and the cause and effect of such proposal shall be properly described;</del></p> <p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor and senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor or senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>

Original Articles	Articles After Amendments
<p><b>Article 70</b> The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p>Deleted</p>
<p>Newly added</p>	<p><b><u>Section 5 Holding of the Shareholders' General Meetings</u></b></p>
<p><b>Article 71</b> Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:</p> <p>(1) the shareholder's right to speak at the meeting;</p> <p>(2) the right to demand, whether on his own or together with others, a poll;</p> <p>(3) the right to vote on a poll.</p>	<p><b>Article <del>71</del><u>53</u></b> Any shareholder who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:</p> <p>(1) the shareholder's right to speak at the meeting;</p> <p>(2) the right to demand, whether on his own or together with others, a poll;</p> <p>(3) the right to vote on a poll.</p>
<p><b>Article 72</b> The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorized.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><u><b>Article 54</b> Individual shareholders who attend the meeting in person shall produce his/her identity card or other valid documents or proof of identification; the proxy so appointed to attend the meeting shall produce his/her identity card and the instrument appointing the voting proxy.</u></p> <p><u>A legal person shareholder shall be represented at a meeting by its legal representative or his/her proxy so appointed. The legal representative who attend the meeting shall produce his/her identity card and valid certificates of his/her capacity as the legal representative. The proxy so appointed to attend the meeting shall produce his/her identity card and the instrument appointing the voting proxy in writing completed by the legal representative of such legal person shareholder according to the laws.</u></p>
<p>Newly added</p>	<p><u><b>Article 55</b> The instrument appointing the voting proxy to attend a general meeting completed by the shareholder shall include:</u></p> <p><u>(1) name of the proxy;</u></p> <p><u>(2) whether voting rights are carried;</u></p> <p><u>(3) instructions for whether to vote in favor of or against or abstain from each matter set out in the shareholders’ general meeting’s agenda;</u></p> <p><u>(4) date of the proxy form and its effective period;</u></p> <p><u>(5) signature (or seal) of the appointor, and the seal of the legal entity in the case of a legal person shareholder.</u></p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><u><b>Article 56</b></u> The proxy form shall specify whether the proxy can vote at his/her discretion if no specific instruction is given.</p>
<p><b>Article 73</b> The instrument appointing a voting proxy shall be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting.</p> <p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders’ general meeting of the Company as the appointor’s representative.</p> <p>Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders’ general meeting or any class meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized will be entitled to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>	<p><del><b>Article 73-57</b></del> The instrument appointing a voting proxy shall be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting.</p> <p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders’ general meeting of the Company as the appointor’s representative.</p> <p>Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any shareholders’ general meeting or any class meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized will be entitled to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>

Original Articles	Articles After Amendments
<p><b>Article 74</b> Any form issued to a shareholder by the Board of Directors of the Company for the purpose of appointing a proxy of shareholder shall be in such form which enables the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed and in respect of each individual matters to be voted on at the meeting. Such a form shall contain a statement that in the absence of instructions from the appointor, the proxy may vote as he thinks fit.</p> <p>Save as provided above, the aforesaid proxy form shall also contain the following: number of shares represented by and name of the proxy; whether voting power is granted to the proxy; whether the proxy is entitled to vote for the temporary resolution proposed at any shareholders’ general meeting; instruction of voting if voting power is granted; date of appointing a proxy and the effective period for such appointment. Where a shareholder appoints more than one proxy, he shall specify the number of shares represented by each proxy in the proxy form.</p> <p>Where the shareholders’ general meeting is attended by proxy, he shall produce the identification proof and letter of authorization signed by the appointor or its legal representative which indicates the date of appointing. Where corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce the identification proof and the copy of the notarized certified resolutions of the board of directors or other authorities of the legal person appointing the said legal representative or other certified copy permitted by the Company.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><b>Article 59</b> <u>All of the directors, supervisors and secretary to the Board of Directors shall attend the shareholders’ general meeting; and senior management officers shall attend such meetings as non-voting participants.</u></p> <p><u>The place of the meeting shall be the Company’s domicile or such other place as specified in the notice convening the meeting.</u></p> <p><u>The general meeting shall be held onsite at the place arranged in advance. The Company shall, subject to the general meetings being legally and validly held, provide online or other methods for the shareholders to conveniently attend the general meetings. Shareholders so attend the general meetings and be able to vote legally and validly shall be deemed to have attended such meeting.</u></p> <p><u>The identity of shareholders who attend the meeting through online or other means shall be verified by a legal and valid online voting system recognized by the regulatory authorities or trading system of the stock exchange.</u></p> <p><u>Attendance by the directors, supervisors and senior management officers of the Company at the meeting by electronic means such as telephonic or video conferencing may be counted as physical attendance.</u></p>



Original Articles	Articles After Amendments
<p><b>Article 76</b> A shareholders’ general meeting shall be convened by the Board of Directors and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p> <p>A shareholders’ general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>A shareholders’ general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p>	<p><b>Article <del>76-60</del></b> A shareholders’ general meeting shall be <del>convened by the Board of Directors</del> and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p> <p>A shareholders’ general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>A shareholders’ general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p>

Original Articles	Articles After Amendments
<p>When a shareholders’ general meeting is held and the chairman violates the rules of procedure which makes it difficult for the shareholders’ general meeting to continue, a person may be elected at the shareholders’ general meeting to act as the chairman so as to carry on with the shareholders’ general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>	<p>When a shareholders’ general meeting is held and the chairman violates the rules of procedure which makes it difficult for the shareholders’ general meeting to continue, a person may be elected at the shareholders’ general meeting to act as the chairman so as to carry on with the shareholders’ general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>
<p>Newly added</p>	<p><u><b>Article 61</b> Rules of procedure for the shareholders’ general meeting governing the convening and voting procedures of such meetings shall be prepared by the Board of Directors for the Company and approved by the shareholders’ general meeting.</u></p>
<p>Newly added</p>	<p><u><b>Article 62</b> The directors, supervisors and senior management officers shall reply or explain in respect of inquiries raised by shareholders at the shareholders’ general meeting, except for matters in relation to business secrets of the Company which cannot be made public.</u></p>
<p>Newly added</p>	<p><u><b>Article 63</b> Secretary to the Board of Director shall keep minutes for the shareholders’ general meeting. The convener shall ensure the truthfulness, accuracy, and completeness of such minutes.</u></p>

Original Articles	Articles After Amendments
Newly added	<u>Section 6 Voting and Resolutions in the Shareholders' General Meetings</u>
<b>Article 79</b> Except that proposals in relation to procedural and administrative matters of a shareholders' general meeting can be conducted by a show of hand as decided by the chairman of the meeting, all other matters shall be decided on by a poll.	Deleted
<b>Article 80</b> A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution of that meeting.	Deleted
<b>Article 81</b> On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes needs not cast all his votes in the same way.	Deleted
<b>Article 82</b> In the case of an equality of votes, the chairman of the meeting shall have a casting vote.	Deleted
Newly added	<u>Article 66 For connected transactions to be considered at the shareholders' general meeting, connected shareholders shall abstain from voting on such matters, and the voting shares represented by them shall not be counted in the total number of valid votes.</u>
Newly added	<u>Article 67 Votes at the shareholders' general meeting shall be in the manner of an open ballot.</u>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 83</b> The following matters shall be resolved by ordinary resolutions at a shareholders’ general meeting:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;</p> <p>(4) the Company’s annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</p>	<p><b>Article <del>83-68</del></b> The following matters shall be resolved by ordinary resolutions at a shareholders’ general meeting:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;</p> <p>(4) the Company’s annual <del>financial</del> budgets and final accounts, <del>balance sheets, income statements and other financial statements;</del></p> <p>(5) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</p>

Original Articles	Articles After Amendments
<p><b>Article 84</b> The following matters shall be resolved by special resolutions at a shareholders' general meeting:</p> <p>(1) increase in or reduction of the Company's share capital, and issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of corporate debentures of the Company;</p> <p>(3) demerger, merger, dissolution and liquidation of the Company;</p> <p>(4) change of corporate form of the Company;</p> <p>(5) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6) amendment to the Articles of Association;</p> <p>(7) the share incentive plan to be considered and approved;</p> <p>(8) any other matters prescribed by the laws, administrative regulations or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution;</p> <p>(9) other matters required by the HKEx Listing Rules to be adopted by special resolution.</p>	<p><b>Article <del>84-69</del></b> The following matters shall be resolved by special resolutions at a shareholders' general meeting:</p> <p>(1) increase in or reduction of the Company's share capital, <del>and issue of shares of any class, warrants and other similar securities;</del></p> <p><del>(2) issue of corporate debentures of the Company;</del></p> <p>(3<del>2</del>) demerger, <u>spin-off</u>, merger, dissolution and liquidation of the Company;</p> <p><del>(4) change of corporate form of the Company;</del></p> <p>(5<del>3</del>) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6<del>4</del>) amendment to the Articles of Association;</p> <p>(7<del>5</del>) the share incentive plan <del>to be considered and approved;</del></p> <p>(8<del>6</del>) any other matters prescribed by the laws, administrative regulations, <u>the Listing Rules</u> or the Articles of Association, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution.</p> <p>(9) <del>other matters required by the HKEx Listing Rules to be adopted by special resolution.</del></p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><u><b>Article 70</b> The chairman of the meeting shall announce the voting details and results for each resolution and announce whether a resolution is passed based on the voting result.</u></p> <p><u>If the chairman of the meeting has any doubt as to the voting result of a resolution put to the vote of the meeting, he/she may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the announcement of the results, and the chairman of the meeting shall have the votes counted immediately.</u></p>
<p><b>Article 85</b> All directors, supervisors and senior management officers shall attend the shareholders’ general meeting as non-voting participants if being requested. The chairman of the Board of Directors shall attend the shareholders’ general meetings and invite the chairmen or members of the committees under the Board of Directors to attend. The directors, supervisors and senior management officers who attend the meeting or attend the meeting as non-voting participants shall make replies or explanation in respect of inquiries of shareholders at the shareholders’ general meeting, except for those matters in relation to business secrets of the Company which cannot be made public.</p> <p>Directors, supervisors and senior management officers of the Company may participate in the shareholders’ general meetings through electronic means such as by telephone or video conferencing which will be counted as physical attendance.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 86</b> The chairman of the meeting shall determine whether a resolution at a shareholders’ general meeting is passed based on the voting result. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting.</p>	<p>Deleted</p>
<p><b>Article 87</b> At a shareholders’ general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:</p> <p>(1) shareholders individually or collectively holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders’ general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company should be delivered to the Company at least 7 days before the convening of the shareholders’ general meeting.</p> <p>(2) within the number of members as specified by the Articles of Association and based on the number of proposed candidates for election, directors and supervisors may propose a list of recommended candidates for directors and supervisors, which shall be submitted to the Board of Directors and Board of Supervisors for approval. After the list of candidates for directors and supervisors is determined based on the examination by the Board of Directors and Board of Supervisors and the adoption of a resolution, it should be proposed in writing at a general meeting.</p>	<p><b>Article <del>87-71</del></b> At a shareholders’ general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:</p> <p>(1) <del>shareholders individually or collectively holding 3% or more of the total outstanding voting shares of the Company</del> <u>The list of candidates for the directors and supervisors</u> may, by way of a written proposal, put forward to the shareholders’ general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward <del>by shareholders to the Company</del> should be delivered to the Company at least 7 days before the convening of the shareholders’ general meeting.</p> <p>(2) within the number of members as specified by the Articles of Association and based on the number of proposed candidates for election, directors and supervisors may propose a list of recommended candidates for directors and supervisors, which shall be submitted to the Board of Directors and Board of Supervisors for approval. After the list of candidates for directors and supervisors is determined based on the examination by the Board of Directors and Board of Supervisors and the adoption of a resolution, it should be proposed in writing at a general meeting.</p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>(3) the written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders’ general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and no later than seven days prior to the shareholders’ general meeting). The Board of Directors and Board of Supervisors shall provide shareholders with biographical details and basic information on the candidates for directors and supervisors.</p>	<p>(3) the written notices of the intention to nominate a candidate for election as a director or a supervisor (not being staff representative), the acceptance of nomination by such potential candidate, and the relevant written materials of the nominated candidate, shall be given to the Company no less than 7 days prior to the date of convening the shareholders’ general meeting (such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which the election shall be conducted and no later than seven days prior to the shareholders’ general meeting). The Board of Directors and Board of Supervisors shall provide shareholders with biographical details and basic information on the candidates for directors and supervisors.</p>
<p>(4) the period given by the Company to nominate a candidate for election as a director or a supervisor and nominees for providing the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders’ general meeting).</p>	<p>(4) the period given by the Company to nominate a candidate for election as a director or a supervisor and nominees for providing the aforesaid notice and documents shall be no less than 7 days (such period shall commence from the day following the date of serving the notice of convening the shareholders’ general meeting).</p>
<p>(5) in the shareholders’ general meeting, voting for each candidate for a director and supervisor shall be taken separately.</p>	<p>(5) in the shareholders’ general meeting, voting for each candidate for a director and supervisor shall be taken separately.</p>
<p>(6) in the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and Board of Supervisors shall put forward a proposal to the general meeting for such election or replacement.</p>	<p>(6) in the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and Board of Supervisors shall put forward a proposal to the general meeting for such election or replacement.</p>



<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 88</b> If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.</p>	<p>Deleted</p>
<p><b>Article 89</b> If votes are counted at the shareholders’ general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance lists of shareholders and proxy forms shall be kept at the address of the Company.</p>	<p>Deleted</p>
<p><b>Article 90</b> Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days following the verification of his identity and receipt of reasonable charges.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Chapter 9 Special Procedures for Voting by Class Shareholders</b></p>	<p>Deleted</p>
<p><b>Article 91</b> Shareholders holding different classes of shares are referred to as class shareholders.</p> <p>A class shareholder shall, in accordance with laws, administrative regulations and the Articles of Association, enjoy rights and assume obligations.</p> <p>Save for shareholders of other classes, holders of domestic shares and holders of overseas-listed shares are deemed to be different classes of shareholders. Where the capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p>Deleted</p>
<p><b>Article 92</b> Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting and by the affected class shareholders at a separate shareholders’ meeting convened in accordance with Articles 94 to 98 of the Articles of Association.</p> <p>No approval by a shareholders’ general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company’s shares are listed, and those resulting from decisions made by domestic and foreign regulatory authorities.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>The transfer by the Company’s holders of all or part of domestic shares of the shares held thereby to overseas investors for listing overseas, or the conversion of all or part of domestic shares into overseas-listed shares for listing and trading on overseas stock exchange(s), shall not be deemed as the Company’s intention to vary or abrogate the rights of class shareholders.</p>	
<p><b>Article 93</b> The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class, unless otherwise provided in the laws, administrative regulations and the Articles of Association:</p> <p>(1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting right or right to dividends or other privileges equal or superior to the shares of such class;</p> <p>(2) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(3) to remove or reduce the rights in respect of accrued dividends or the cumulative dividends attached to shares of such class;</p> <p>(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</p> <p>(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;</p>	Deleted

Original Articles	Articles After Amendments
<p>(6) to remove or reduce rights to receive payables from the Company in a particular currency attached to shares of such class;</p> <p>(7) to create a new class of shares with voting right, right to dividends or other privileges equal or superior to those of the shares of such class;</p> <p>(8) to restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;</p> <p>(9) to grant the right to subscribe for, or convert into, shares of such or another class;</p> <p>(10) to increase the rights or privileges of shares of another class;</p> <p>(11) to restructure the Company where the proposed restructuring scheme will result in the holders of different classes of shares bearing a disproportionate burden of obligations of such restructuring; and</p> <p>(12) to vary or abrogate any provision of this Chapter.</p>	

Original Articles	Articles After Amendments
<p><b>Article 94</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning subparagraphs (2) to (8), (11) and (12) of Article 93 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is:</p> <p>(1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on the HK Stock Exchange under Article 29 of the Articles of Association, a “controlling shareholder” within the meaning of Article 59 of the Articles of Association;</p> <p>(2) in the case of a repurchase of shares by the Company outside the HK Stock Exchange by way of agreement under Article 29 of the Articles of Association, a shareholder who is related to the agreement; and</p> <p>(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on other shareholders of that class or who has an interest different from those of other shareholders of that class.</p>	Deleted
<p><b>Article 95</b> Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to Article 94 of the Articles of Association.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Article 96</b> In the event that the Company convenes a class meeting, the notification period for all shareholders for issuing a written notice shall be the same as that for issuing a written notice of a meeting to be convened together with the class meeting. The written notice shall inform shareholders of the class whose names appear on the register of shareholders of the matters proposed to be considered and the date and place of the meeting. When calculating the time limit, the date of meeting shall not be included.</p>	Deleted
<p><b>Article 97</b> The notice of the class meeting shall only be served on shareholders entitled to vote thereat.</p> <p>A class meeting shall be conducted under procedures as similar as possible to a shareholders' general meeting. The provisions of the Articles of Associations which relate to the conduct of any general meetings of shareholders shall apply to any class meetings.</p>	Deleted
<p><b>Article 98</b> The voting by holders of different classes of shares is not applicable in the following situations:</p> <p>(1) where the Company issues, upon the approval by a special resolution of its shareholders in general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed shares;</p> <p>(2) where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council.</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>(3) where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval of the securities regulatory authority of the State Council.</p> <p>For the purposes of chapter 9, domestic shares do not include overseas-listed shares.</p>	
<b>Chapter 10 Board of Directors</b>	<b>Chapter <del>10</del><u>5</u> Board of Directors</b>
<b>Section 1 Directors</b>	<b>Section 1 Directors</b>
<p><b>Article 99</b> Directors shall be elected or replaced at the shareholders’ general meetings to hold for a term of 3 years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and re-appointment.</p> <p>Subject to the relevant laws and administrative regulations and without prejudice to any claim for damages under any contract, the shareholders’ general meeting may by ordinary resolution remove any director before the expiration of his term of office.</p> <p>The term of office of a director shall start from the date on which the said director assumes office to the expiry of the current term of the Board of Directors. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to relevant laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected.</p>	<p><b>Article <del>99</del><u>72</u></b> Directors shall be elected or replaced at the shareholders’ general meetings to hold for a term of 3 years. Upon maturity of the term of office, a director shall be eligible to offer himself/<u>herself</u> for re-election and re-appointment.</p> <p>Subject to the relevant laws and administrative regulations and without prejudice to any claim for damages under any contract, the shareholders’ general meeting may by ordinary resolution remove any director before the expiration of his term of office.</p> <p>The term of office of a director shall start from the date on which the said director assumes office to the expiry of the current term of the Board of Directors. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to relevant laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected.</p>

Original Articles	Articles After Amendments
	<p><u>The chief executive officer or other senior management officer may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as the chief executive officer or other senior management officer and the staff representative directors shall not exceed one half of the total number of directors of the Company.</u></p>
<p><b>Article 100</b> A director may resign before expiration of his term of office. The directors who resign shall submit to the Board of Directors a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board of Directors.</p> <p>In the event that the resignation of any director during his term of office results in the number of members of the Board of Directors being less than the statutory minimum requirement, the said directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the re- elected directors assume their office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board of Directors.</p> <p>Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company’s shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy, the appointed director should be subject to election by shareholders at the first general meeting after the appointment.</p>	<p><b>Article <del>100-73</del></b> A director may resign before expiration of his term of office. The directors who resign shall submit to the Board of Directors a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board of Directors.</p> <p>In the event that the resignation of any director during his term of office results in the number of members of the Board of Directors being less than the statutory minimum requirement, the said directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the re- elected directors assume their office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board of Directors.</p> <p><del>Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company’s shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy, the appointed director should be subject to election by shareholders at the first general meeting after the appointment.</del></p>



Original Articles	Articles After Amendments
<p><b>Article 101</b> A Director shall clear all transitional procedures with the Board of Directors on resignation or expiry of term and shall fulfil his fiduciary obligations against the Company and shareholders. The obligations shall not be dismissed after the expiry of term and remain effective within the reasonable period specified by the Articles of Association.</p>	Deleted
<p><b>Article 102</b> If any director fails to attend in person or appoint other directors as his representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board of Directors may propose to replace such director at the shareholders' general meeting.</p>	Deleted
<p><b>Article 103</b> The Company shall have independent directors. Except as otherwise provided in this section, the provisions relating to the qualifications and obligations of directors in Chapter 14 of the Articles of Association shall apply to independent directors. At least one independent director of the Company shall be an accounting professional. Independent directors shall carry out their duties honestly and faithfully, safeguard the Company's interest and in particular prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders.</p>	<p><b>Article <del>103-74</del></b> The Company shall have independent directors. <del>Except as otherwise provided in this section, the provisions relating to the qualifications and obligations of directors in Chapter 14 of the Articles of Association shall apply to independent directors.</del> At least one independent director of the Company shall be an accounting professional. Independent directors shall carry out their duties honestly and faithfully, safeguard the Company's interest and in particular prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders.</p> <p><u>Independent directors shall comply with the relevant laws, administrative regulations and requirements of the HK Stock Exchange.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 104</b> Any director who has withdrawn from his office without permission or who violates any laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his duties prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss.</p>	<p><b>Article <del>104-75</del> <u>Directors</u></b> <del>Any director who has withdrawn from his office without permission or who violates any laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his <u>their</u> duties prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss.</del></p>
<p><b>Section 2 Board of Directors</b></p>	<p><b>Section 2 Board of Directors</b></p>
<p><b>Article 106</b> The Company shall establish a Board of Directors. The Board of Directors shall comprise 5 to 19 directors. The number of independent directors, at all times, shall not be less than 3 and shall represent more than one third of the Board of Directors. Independent directors shall meet the requirements of the rules of the stock exchange(s) on which the shares of the Company are listed.</p> <p>Independent directors may report directly to the shareholders’ general meeting, the securities regulatory authorities of the State Council and other relevant departments. A senior management officer may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management officers shall not exceed one half of the total number of directors of the Company.</p> <p>The Board of Directors shall have one chairman. The chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman shall be 3 years and is renewable upon re-election.</p>	<p><b>Article <del>106-77</del> <u>Directors</u></b> The Company shall establish a Board of Directors <u>accountable to the shareholders’ general meeting</u>. The Board of Directors shall comprise 5 to 19 directors. The number of independent directors, at all times, shall not be less than 3 and shall represent more than one third of the Board of Directors. Independent directors shall meet the requirements of the rules of the stock exchange(s) on which the shares of the Company are listed.</p> <p>Independent directors may report directly to the shareholders’ general meeting, the securities regulatory authorities of the State Council and other relevant departments. <del>A senior management officer may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management officers shall not exceed one half of the total number of directors of the Company.</del></p> <p>The Board of Directors shall have one chairman. The chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman shall be 3 years and is renewable upon re-election.</p>

Original Articles	Articles After Amendments
<p>The number of senior management officers of the controlling shareholder also holding the office of the chairman and executive directors of the Company shall not exceed 2. A director is not required to hold any shares in the Company.</p> <p>Unless otherwise provided by the relevant laws, regulations and the listing rules of the stock exchange(s) on which the Company’s shares are listed, an independent director shall be appointed for a term of 3 years, and shall be eligible to offer himself for re-election and reappointment. However, an independent director’s term of office shall not exceed a total of 9 years (if more than 9 years, the further re-election of the independent director(s) should be subject to a separate resolution to be approved by shareholders).</p>	<p>The number of senior management officers of the controlling shareholder also holding the office of the chairman and executive directors of the Company shall not exceed 2.</p> <p><del>A director is not required to hold any shares in the Company.</del></p> <p>Unless otherwise provided by the relevant laws, regulations and the listing rules of the stock exchange(s) on which the Company’s shares are listed, an independent director shall be appointed for a term of 3 years, and shall be eligible to offer himself for re-election and reappointment. However, an independent director’s term of office shall not exceed a total of 9 years (if more than 9 years, the further re-election of the independent director(s) should be subject to a separate resolution to be approved by shareholders).</p>
<p><b>Article 107</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(1) to convene the shareholders’ general meeting, to propose at the shareholders’ general meeting to pass the relevant matters and report its work to the shareholders’ general meeting;</p> <p>(2) to implement the resolutions of the shareholders’ general meetings;</p> <p>(3) to decide on the Company’s mid-to-long-term business development strategies;</p> <p>(4) to decide on the Company’s business plans and investment plans;</p> <p>(5) to formulate the Company’s annual financial budgets and final accounts;</p> <p>(6) to formulate the Company’s profit distribution plan and plan for recovery of losses;</p>	<p><b>Article <del>107-78</del></b> The Board of Directors shall exercise the following functions and powers:</p> <p>(1) to convene the shareholders’ general meeting, <del>to propose at the shareholders’ general meeting to pass the relevant matters and report its work to the shareholders’ general meeting;</del></p> <p>(2) to implement the resolutions of the shareholders’ general meetings;</p> <p>(3) to decide on the Company’s mid-to-long-term business development strategies;</p> <p>(4) to decide on the Company’s business plans and investment plans;</p> <p>(5) to formulate the Company’s annual financial budgets and final accounts;</p> <p>(6) to formulate the Company’s profit distribution plan and plan for recovery of losses;</p>

Original Articles	Articles After Amendments
<p>(7) to formulate proposals for increases or reductions of the Company’s registered capital and proposals for the issue of corporate debentures or other securities and listing;</p>	<p>(7) to formulate proposals for increases or reductions of the Company’s registered capital and proposals for the issue of corporate debentures or other securities and listing;</p>
<p>(8) to formulate proposals for material asset acquisition or disposal, repurchase of the Company’s shares, and merger, demerger, dissolution or change of corporate form of the Company;</p>	<p>(8) to formulate proposals for material asset acquisition or disposal, <del>repurchase of the Company’s shares,</del> and merger, demerger, dissolution or change of corporate form of the Company;</p>
<p>(9) to formulate proposals for the repurchase of the Company’s shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article 28 of the Articles of Association;</p>	<p>(9) to formulate proposals for the repurchase of the Company’s shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article <del>28</del><u>25</u> of the Articles of Association;</p>
<p>(10) to resolve on the repurchase of the Company’s shares by reason of those circumstances stipulated in subparagraph (3), (5) or (6) of Article 28 of the Articles of Association;</p>	<p>(10) to resolve on the repurchase of the Company’s shares by reason of those circumstances stipulated in subparagraph (3), (5) or (6) of Article <del>28</del><u>25</u> of the Articles of Association;</p>
<p>(11) to decide on the establishment of the Company’s internal management structure;</p>	<p>(11) to decide on the establishment of the Company’s internal management structure;</p>
<p>(12) to appoint or dismiss the Company’s chief executive officer; and to appoint or dismiss other senior management officers, such as the executive vice president, the senior vice president and the person in charge of finance of the Company pursuant to the nominations of the chief executive officer; to appoint or dismiss core management officers as the Board of Directors sees fit;</p>	<p>(12) to <u>decide on appointment or dismissal</u> <del>appoint or dismiss</del> the Company’s chief executive officer, <u>secretary to the Board of Directors and other senior management officers</u>; and to appoint or dismiss <del>other</del> senior management officers, such as the executive vice president, the senior vice president and the person in charge of finance of the Company pursuant to the nominations of the chief executive officer; to appoint or dismiss core management officers as the Board of Directors sees fit;</p>
<p>(13) to decide on the matters relating to the remuneration of the aforesaid senior management officers;</p>	<p>(13) to decide on the matters relating to the remuneration, <u>rewards and penalties</u> of the aforesaid senior management officers;</p>

Original Articles	Articles After Amendments
<p>(14) to formulate the Company's basic management system;</p> <p>(15) to formulate proposals for amendment to the Articles of Association;</p> <p>(16) to decide on matters such as investments, acquisition and disposal of assets, financing and connected transactions, etc. which require decisions to be made by the Board of Directors in accordance with the requirements of the HKEx Listing Rules;</p> <p>(17) to manage matters in relation to the disclosure of information on the Company in accordance with the laws, regulations, the HKEx Listing Rules and the internal rules of the Company;</p> <p>(18) to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p>(19) to the extent permitted by relevant laws and regulations and the Listing Rules of the HKEx, to authorize the chairman of the Board of Directors to consider and decide on key matters relating to the operation and management of the Company;</p> <p>(20) to exercise other functions and powers conferred by the laws and regulations, the HKEx Listing Rules, the Articles of Association or the shareholders' general meetings;</p> <p>Except for the matters specified in subparagraphs (7), (8) and (15) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of all directors.</p>	<p>(14) to formulate the Company's basic management system;</p> <p>(15) to formulate proposals for amendment to the Articles of Association;</p> <p>(16) to decide on matters such as <del>investments, acquisition and disposal of assets, financing and connected transactions,</del> <u>external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted financial management, connected transactions and external donations,</u> etc. that are required by the Listing Rules or authorized by the shareholders' general meeting to be approved by the Board of Directors;</p> <p>(17) to manage matters in relation to the disclosure of information on the Company in accordance with the laws, regulations, the HKEx Listing Rules and the internal rules of the Company;</p> <p>(18) to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p>(19) to the extent permitted by relevant laws and regulations and the Listing Rules of the HKEx, to authorize the chairman of the Board of Directors to consider and decide on key matters relating to the operation and management of the Company;</p> <p><u>(20) to propose to the shareholders' general meeting for the appointment or replacement of the accounting firm as the Company's auditor;</u></p> <p><u>(21) to receive the work reports from the Company's chief executive officer and review his/her performance;</u></p>

Original Articles	Articles After Amendments
<p>Resolutions in respect of connected transactions made by the Board of Directors shall not come into force unless it is signed by independent directors.</p>	<p>(2022) to exercise other functions and powers conferred by the laws and regulations, the HKEx Listing Rules, the Articles of Association or the shareholders’ general meetings.</p> <p>Except for the matters specified in subparagraphs (7), (8) and (15) which shall be passed by two-thirds or more of the directors, the board’s resolutions in respect of any other aforesaid matters may be passed by half or more of all directors.</p> <p>Resolutions in respect of connected transactions made by the Board of Directors shall not come into force unless it is signed by independent directors.</p> <p><u>Matters outside the scope authorized by the shareholders’ general meeting shall be put to the consideration of the shareholders’ general meeting.</u></p> <p><u>The Board of Directors shall provide explanations to the shareholders’ general meeting for the non-standard audit opinions of the certified accountants on financial reports of the Company.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 108</b> The Board of Directors shall not, without the approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the fixed assets of the Company proposed to be disposed of and where any fixed assets of the Company have been disposed of in the period of four months preceding the proposed disposition, the amount or value of the consideration for any such disposition, exceeds 33% of the value of the Company’s fixed assets as shown in the last balance sheet tabled before the shareholders in a general meeting.</p> <p>For the purposes of this Article, disposition of fixed assets includes an act involving a transfer of an interest in certain assets other than providing security by fixed assets.</p> <p>The validity of a transaction for the disposition of fixed assets by the Company shall not be affected by a breach of paragraph 1 of this Article.</p>	<p>Deleted</p>
<p>Newly added</p>	<p><b>Article 79</b> <u>The Board of Directors shall formulate the rules of procedure for board meetings, so as to ensure the implementation of resolutions of the shareholders’ general meetings, enhance the work efficiency and guarantee scientific decision-making of the Board.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 110</b> The Board of Directors shall meet regularly and the meetings of the Board of Directors shall be held at least four times every year, and convened by the chairman of the Board of Directors. A fourteen days’ prior written notice for convening the meeting shall be given to all directors.</p> <p>Under the following circumstances, an extraordinary meeting of the Board of Directors shall be held by the chairman within five days upon receipt of proposal:</p> <p>(1) when proposed by the shareholders representing one tenth or more of voting rights;</p> <p>(2) when proposed jointly by one-thirds or more of the directors;</p> <p>(3) when proposed by the chairman of the Board of Directors;</p> <p>(4) when proposed by two or more independent directors;</p> <p>(5) when proposed by the Board of Supervisors;</p> <p>(6) when proposed by the chief executive officer.</p>	<p><b>Article <del>110-81</del></b> The Board of Directors shall meet regularly and the meetings of the Board of Directors shall be held at least four times every year, and convened by the chairman of the Board of Directors. <del>A fourteen days’ prior written notice for convening the meeting shall be given to all directors.</del></p> <p>Under the following circumstances, an extraordinary meeting of the Board of Directors shall be held by the chairman within <del>five</del><u>ten</u> days upon receipt of proposal:</p> <p>(1) when proposed by the shareholders representing one tenth or more of voting rights;</p> <p>(2) when proposed jointly by one-thirds or more of the directors;</p> <p>(3) when proposed by the chairman of the Board of Directors;</p> <p>(4) when proposed by two or more independent directors;</p> <p>(5) when proposed by the Board of Supervisors;</p> <p>(6) when proposed by the chief executive officer.</p>



Original Articles	Articles After Amendments
<p><b>Article 113</b> The board meeting may not be held unless half or more of the directors are present. In determining whether there is quorum for a meeting, directors with material interests in the relevant contracts, transactions or arrangements shall not be counted.</p> <p>Each director has one vote. Except for provided in laws, administrative regulations and the Articles of Association, resolutions of the Board of Directors shall be passed by more than half of all directors, and directors with material interests in the relevant contracts, transactions or arrangements shall abstain from voting.</p> <p>In the case of an equality of votes, the chairman shall have a casting vote.</p>	<p><b>Article <del>113</del>-84</b> The board meeting may not be held unless half or more of the directors are present. In determining whether there is quorum for a meeting, directors with material interests in the relevant contracts, transactions or arrangements shall not be counted.</p> <p><u>When voting on a resolution of the Board of Directors, each director present at the meeting shall have one vote.</u><del>Each director has one vote.</del> Except for provided in laws, administrative regulations and the Articles of Association, resolutions of the Board of Directors shall be passed by more than half of all directors,<del>and directors with material interests in the relevant contracts, transactions or arrangements shall abstain from voting.</del></p> <p>In the case of an equality of votes, the chairman shall have a casting vote.</p> <p><u>A director shall abstain from voting and shall not exercise the voting right on other directors' behalf if he/she is connected to the company involved in the resolution of the board meeting. The board meeting can only proceed with the attendance of more than half of the non-related Directors and the resolutions thereof shall be passed by more than half of the non-related Directors. The matter shall be put to the consideration of the shareholders' general meeting if less than three non-related directors attend the meeting.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 116</b> The Board of Directors may approve the written proposals in lieu of convening meetings of the Board of Directors, but the draft of such proposals shall be delivered to each director through personal delivery, post, fax or e-mail. Such proposal will be passed as a resolution of the Board of Directors, only after it has been delivered to all directors by the Board of Directors, and signed and approved by the required quorum of the directors for decision-making and the signed document for approving such proposal has been delivered to the secretary to the Board of Directors by one of the aforesaid means. Such resolution shall be deemed to have the same legal effect as a resolution passed at a board meeting held in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>	<p><b>Article <del>116-87</del></b> The Board of Directors may approve the written proposals in lieu of convening meetings of the Board of Directors, but the draft of such proposals shall be delivered to each director through personal delivery, post, fax or e-mail. Such proposal will be passed as a resolution of the Board of Directors, only after it has been delivered to all directors by the Board of Directors, and <del>signed and</del> approved by the required quorum of the directors for decision-making and <del>the such signed document for approving such proposal</del><u>approval</u> has been delivered to the secretary to the Board of Directors by one of the aforesaid means. Such resolution shall be deemed to have the same legal effect as a resolution passed at a board meeting held in accordance with the procedures set out in the relevant provisions of the Articles of Association.</p>
<p><b>Article 117</b> The Board of Directors shall keep minutes of resolutions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.</p>	<p><b>Article <del>117-88</del></b> The Board of Directors shall keep minutes of resolutions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.</p> <p><u>Minutes of the board meetings shall be kept in corporate archives for not less than 10 years.</u></p>

Original Articles	Articles After Amendments
<p><b>Chapter 11 Secretary to the Board of Directors of the Company</b></p>	<p>Deleted</p>
<p><b>Article 119</b> The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors is a senior management officer of the Company</p>	<p>Deleted</p>
<p><b>Article 120</b> The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be nominated by the chairman and appointed or removed by the Board of Directors. His primary duties include:</p> <p>(1) to ensure that the Company has complete organizational documents and records; to keep and manage shareholder’s information; to assist the directors in addressing the routine tasks of the Board of Directors;</p> <p>(2) to organize and arrange for the board meetings and general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board of Directors;</p> <p>(3) as the contact person of the Company with the securities regulatory authorities, to be responsible for organizing the preparation and prompt submission of the reports and documents required by the regulatory authorities, and for accepting and organizing the implementation of any assignment from the regulatory authorities;</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>(4) to be responsible for coordinating and organizing the Company’s disclosure of information, to establish and improve the information disclosure system, to participate in all of the Company’s meetings involving the disclosure of information, and to keep informed of the Company’s material operation decisions and related information in a timely manner;</p> <p>(5) to ensure the proper maintenance of the Company’s register of shareholders, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;</p> <p>(6) to exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations, and the stock exchange of the place where the Company’s securities are listed.</p>	
<p><b>Article 121</b> A director or other senior management officers of the Company may concurrently act as the secretary to the Board of Directors. The accountant(s) of the accounting firm which has been appointed by the Company and the management officers of controlling shareholders shall not concurrently act as the secretary to the Board of Directors.</p> <p>Where the office of secretary to the Board of Directors is held concurrently by a director and an act is required to be done by a director and the secretary to the Board of Directors separately, the person who holds the offices of director and secretary to the Board of Directors may not perform the act in a dual capacity.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Chapter 12 The Chief Executive Officer and Other Senior Management Officers</b></p>	<p><b>Chapter <del>12-6</del> The Chief Executive Officer and Other Senior Management Officers</b></p>
<p><b>Article 122</b> The Company shall have one chief executive officer, a number of executive vice presidents and senior vice presidents, who shall be nominated by the chief executive officer. A director may serve concurrently as senior management officers.</p>	<p><b>Article <del>122-90</del></b> The Company shall have one chief executive officer.</p> <p><u>The Company shall have a number of executive vice presidents and senior vice presidents, who shall be nominated by the chief executive officer. A director may serve concurrently as senior management officers.</u></p> <p><u>The chief executive officer, executive vice presidents, senior vice presidents, person in charge of finance and secretary to the Board of Directors are senior management officers of the Company.</u></p>
<p><b>Article 126</b> In the exercise of his powers, the chief executive officer shall comply with the laws, administrative regulations and the Articles of Association, and fulfill his duties in good faith and diligence.</p>	<p>Deleted</p>
<p>Newly added</p>	<p><b>Article 95</b> <u>The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be nominated by the chairman of the Board of Directors and appointed or removed by the Board of Directors. His/her primary duties include:</u></p> <p><u>(1) to ensure that the Company has complete organizational documents and records; to keep and manage shareholder’s information; to assist the directors in addressing the routine tasks of the Board of Directors;</u></p>

Original Articles	Articles After Amendments
	<p><u>(2) to organize and arrange for the board meetings and general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board of Directors;</u></p> <p><u>(3) as the contact person of the Company with the securities regulatory authorities, to be responsible for organizing the preparation and prompt submission of the reports and documents required by the regulatory authorities, and for accepting and organizing the implementation of any assignment from the regulatory authorities;</u></p> <p><u>(4) to be responsible for coordinating and organizing the Company’s disclosure of information, to establish and improve the information disclosure system, to participate in all of the Company’s meetings involving the disclosure of information, and to keep informed of the Company’s material operation decisions and related information in a timely manner;</u></p> <p><u>(5) to ensure the proper maintenance of the Company’s register of shareholders, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;</u></p> <p><u>(6) to exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations, and the stock exchange of the place where the Company’s securities are listed.</u></p>

Original Articles	Articles After Amendments
Newly added	<u><b>Article 96</b> If any senior management officer violates the laws, administrative regulations, departmental rules or the Articles of Association and causes losses to the Company during the course of performing his/her duties, he/she shall be liable for compensation of such loss.</u>
<b>Chapter 13 Board of Supervisors</b>	<b>Chapter <del>13</del>7 Board of Supervisors</b>
Newly added	<b><u>Section 1 Supervisors</u></b>
Newly added	<u><b>Article 97</b> The term of office of a supervisor shall be three years. If re-elected upon expiration of his/her term of office, a supervisor may serve consecutive terms.</u>
Newly added	<u><b>Article 98</b> If no new supervisor is elected in time upon expiration of the term of office of a supervisor, or if a supervisor resigns during his/her term of office, resulting in the number of members of the board of supervisors falling below the statutory number, the original supervisor shall perform his/her duties as supervisor according to the provisions of laws, administrative regulations and the Articles of Association before a newly elected supervisor takes office.</u>
Newly added	<u><b>Article 99</b> Supervisors shall ensure the truthfulness, accuracy, and completeness of information disclosed by the Company.</u>
Newly added	<u><b>Article 100</b> Supervisors may attend the meeting of the Board of Directors as non-voting attendees and may make inquiries or suggestions to the matters to be resolved by the Board of Directors.</u>
Newly added	<u><b>Article 101</b> Supervisors shall not harm the interests of the Company with their affiliations and, whereby a loss is incurred to the Company, shall be liable for compensation of such loss.</u>

Original Articles	Articles After Amendments
Newly added	<b>Article 102</b> <u>If any supervisor violates the laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his/her duties and causes losses to the Company, he/she shall be liable for compensation of such loss.</u>
Newly added	<b>Section 2 Board of Supervisors</b>
<p><b>Article 129</b> The Board of Supervisors shall be composed of no less than three supervisors, one of whom shall act as the chairman of the Board of Supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.</p> <p>The appointment and dismissal of the chairman of the Board of Supervisors shall be subject to the approval of two-thirds or more of its members by voting.</p>	<p><b>Article <del>129</del>-104</b> The Board of Supervisors shall be composed of no less than three supervisors, one of whom shall act as the chairman of the Board of Supervisors. <del>The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.</del></p> <p>The appointment and dismissal of the chairman of the Board of Supervisors shall be subject to the approval of two-thirds or more of its members by voting.</p>
<p><b>Article 132</b> The Board of Supervisors shall be accountable to the shareholders’ general meeting and exercise the following functions and powers:</p> <p>(1) to monitor any acts of directors and senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders’ general meetings;</p> <p>(2) to demand rectification from a director and other senior management officers when the acts of such persons prejudice the Company’s interest;</p> <p>(3) to examine the Company’s financial affairs;</p>	<p><b>Article <del>132</del>-107</b> The Board of Supervisors shall be accountable to the shareholders’ general meeting and exercise the following functions and powers:</p> <p>(1) to monitor any acts of directors and senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders’ general meetings;</p> <p>(2) to demand rectification from a director and other senior management officers when the acts of such persons prejudice the Company’s interest;</p> <p>(3) to examine the Company’s financial affairs;</p>



Original Articles	Articles After Amendments
<p>(4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board of Directors to the Shareholders’ general meetings; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;</p> <p>(5) to propose to convene an extraordinary general meeting; and to convene and chair the general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the general meeting;</p> <p>(6) to submit proposals to the shareholders’ general meeting;</p> <p>(7) to propose to convene an extraordinary meeting of the Board of Directors;</p> <p>(8) to institute a suit to the directors or senior management officers according to Article 152 of the Company Law;</p> <p>(9) to exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.</p> <p>Supervisors shall attend the board meetings as non-voting participants.</p>	<p>(4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board of Directors to the Shareholders’ general meetings; <del>if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;</del></p> <p>(5) to propose to convene an extraordinary general meeting; and to convene and chair the general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the general meeting;</p> <p>(6) to submit proposals to the shareholders’ general meeting;</p> <p>(7) to propose to convene an extraordinary meeting of the Board of Directors;</p> <p>(8) to institute a suit to the directors or senior management officers according to Article <del>152</del> <u>151</u> of the Company Law;</p> <p><u>(9) in case of any irregularities discovered in the operation of the Company, the Board of Supervisors may conduct investigation and, when necessary, may engage professional agencies such as accounting firms and law firms, to assist in the work at the expenses of the Company;</u></p> <p><del>(9)</del> <u>(910)</u> to exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.</p> <p><del>Supervisors shall attend the board meetings as non-voting participants.</del></p>

Original Articles	Articles After Amendments
<p><b>Article 134</b> The method for conducting businesses at the meetings of the Board of Supervisors: any voting at the Board of Supervisors shall be made on a one-person-one-vote basis in the manner of open and written ballot.</p> <p>The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his/her intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or more of the members of the Board of Supervisors.</p> <p>The Board of Supervisors shall record the decisions on matters discussed in the minutes, supervisors who attended the meeting shall sign the minutes of the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept in the domicile of the company.</p>	<p><b>Article <del>134</del><u>109</u></b> The method for conducting businesses at the meetings of the Board of Supervisors: any voting at the Board of Supervisors shall be made on a one-person-one-vote basis in the manner of open and written ballot.</p> <p>The voting procedure: a supervisor may cast an affirmative, a negative or an abstention vote. Each attending supervisor shall indicate his/her intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Resolutions of the Board of Supervisors shall be passed by the affirmative votes of two-thirds or more of the members of the Board of Supervisors.</p> <p><u>The Board of Supervisors formulates rules of procedure for meetings of the Board of Supervisors, specifies the method for conducting businesses and voting procedures at the meetings of the Board of Supervisors, so as to ensure the work efficiency and scientific decision-making.</u></p> <p>The Board of Supervisors shall record the decisions on matters discussed in the minutes, supervisors who attended the meeting shall sign the minutes of the meeting. A supervisor is entitled to request for some descriptive record to be made with regard to his/her speech in the meeting. The minutes of the meeting of the Board of Supervisors shall be kept in the domicile of the company.</p>

Original Articles	Articles After Amendments
<p><b>Article 135</b> In case that the Board of Supervisors discovers any unusual operation of the Company, the Board of Supervisors may investigate it and, when necessary, may engage professionals, such as lawyers and accounting firms, to assist in the work. Any reasonable expenses incurred thereby shall be borne by the Company.</p>	Deleted
<p><b>Article 136</b> A supervisor shall carry out his supervisory duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.</p>	Deleted
<p><b>Chapter 14 Qualification and Obligations of Directors, Supervisors and Senior Management Officers of the Company</b></p>	<p><b>Chapter <del>14</del>8 Qualification and Obligations of Directors, Supervisors and Senior Management Officers of the Company</b></p>
<p><b>Article 137</b> The following persons may not serve as a director, supervisor or senior management officer of the Company:</p> <p>(1) an individual who has no civil capacity or has restricted civil capacity;</p> <p>(2) persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offences, where less than five years have elapsed since the date of the completion of implementation of the penalty or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the implementation of such deprivation;</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>(3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</p> <p>(4) persons who were legal representatives of a company or enterprise, which had its business license revoked due to a violation of the law and were ordered to close down, and who were personally liable for the revocation of business license of such company or enterprise, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;</p> <p>(5) persons with a comparatively large amount of personal debts due and unsettled;</p> <p>(6) persons who have committed criminal offences and are still under investigation by law administration authorities;</p> <p>(7) persons who were not allowed to be heads of enterprises as stipulated by laws and administrative regulations;</p> <p>(8) persons who are not natural persons;</p> <p>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</p> <p>(10) other persons stipulated by relevant laws and regulations of the place where the Company’s securities are listed.</p>	

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><b>Article 110</b> <u>The directors of the Company (including independent directors), supervisors and senior management officers are natural persons. The following persons may not serve as a director (including independent director), supervisor or senior management officer of the Company:</u></p> <p><u>(1) an individual who has no civil capacity or has restricted civil capacity;</u></p> <p><u>(2) persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offences, where less than five years have elapsed since the date of the completion of implementation of the penalty, or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the implementation of such deprivation;</u></p> <p><u>(3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</u></p> <p><u>(4) persons who were legal representatives of a company or enterprise which had its business license revoked due to a violation of the law and were ordered to close down and were personally liable for the revocation of the business license of such company or enterprise, where less than three years have elapsed since the date of the revocation of the business license of such company or enterprise;</u></p>

Original Articles	Articles After Amendments
	<p><u>(5) persons with a comparatively large amount of personal debts due and unsettled;</u></p> <p><u>(6) persons being imposed with restrictions by the CSRC from entering the securities market and where the prohibition period has not expired;</u></p> <p><u>(7) other situations stipulated by laws, administrative regulations or departmental rules.</u></p> <p><u>If the Company elects or appoints a director in violation of this Article, such election, appointment or employment shall be invalid. If a director falls under the circumstances specified in this Article during his/her term of office, the Company shall dismiss the director from his/her office.</u></p>
<p><b>Article 138</b> The validity of the conduct of directors and senior management officers of the Company who have acted on behalf of the Company with respect to third parties who have acted in good faith shall not be affected due to any irregularity in the employment, election or qualification of such directors and senior management officers.</p>	Deleted
<p><b>Article 139</b> In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchanges where the Company's shares are listed, each of the Company's directors, supervisors and senior management officers shall owe the following obligations 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 go beyond the business scope specified in its business license;</p> <p>(2) to act honestly in what they consider to be the best interest of the Company;</p>	Deleted

Original Articles	Articles After Amendments
<p>(3) not to deprive in any way the Company of its assets, including (but not limited to) opportunities beneficial to the Company;</p> <p>(4) not to deprive shareholders of their personal rights and interests, including (but not limited to) rights to distributions and to vote, except in a Company reorganization submitted in accordance with the provisions of the Articles of Association and adopted at a shareholders' general meeting.</p>	
<p><b>Article 140</b> Each of the directors, supervisors and senior management officers of the Company owes a duty, in the exercise of his powers or discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under the similar circumstances.</p>	Deleted
<p><b>Article 141</b> Each director, supervisor and senior management officer of the Company should abide by his fiduciary principles in the discharge of his duties, and not to place himself in a position where his own interest and his duty may conflict. Such principles include (but are not limited to) the performance of the following obligations:</p> <p>(1) to act honestly in what he considers to be in the best interest the Company;</p> <p>(2) to exercise his powers within the scope specified and not to act ultra vires;</p> <p>(3) to exercise the discretion vested in him personally and not allow himself to act under the direction of another; unless and to the extent permitted by law, administrative regulations or by the shareholders, having been informed of the relevant facts, at a general meeting, not to delegate the exercise of his discretion;</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</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 Articles of Association except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) not to use the Company’s assets for his personal benefit in any manner, without the approval of the shareholders, having been informed of the relevant facts, at a general meeting;</p> <p>(7) not to use his position to accept bribes or other illegal income and not to expropriate the Company’s property in any manner, including (without limitation) opportunities beneficial to the Company;</p> <p>(8) not to accept commissions in connection with the Company’s transactions without the informed consent of shareholders in a general meeting;</p> <p>(9) to abide by the Articles of Association, faithfully perform his duties and protect the interests of the Company, and not to use his position and powers in the Company to seek personal gain;</p> <p>(10) not to compete with the Company in any way except with the informed consent of shareholders given in a general meeting;</p>	



Original Articles	Articles After Amendments
<p>(11) not to misappropriate the Company’s funds, not to open any bank account in his own name or other name for the deposit of the Company’s assets or funds, and not to violate the provisions of the Articles of Association to lend the Company’s funds to others or provide security of the Company’s assets for debts of shareholders of the Company or other individuals without the approval of the shareholders given at a general meeting or the Board of Directors;</p> <p>(12) without the informed consent of shareholders in a general meeting, not to disclose confidential information on the Company acquired while in office and not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of information to a court or other governmental authorities is permitted where:</p> <ul style="list-style-type: none"> <li>i. the laws so require;</li> <li>ii. public interests so warrant;</li> <li>iii. the personal interests of the director, supervisor and senior management officers so require.</li> </ul> <p>Any gain arising from the breach of this Article by the personnel mentioned in this Article shall belong to the Company. Such personnel shall be liable for compensation for any loss of the Company arising therefrom.</p>	

Original Articles	Articles After Amendments
<p><b>Article 142</b> A director, supervisor or senior management officer of the Company shall not direct the following persons or institutions (“related parties”) to do what he is not permitted to do:</p> <p>(1) the spouse or minor child of the Company’s director, supervisor or senior management officer;</p> <p>(2) the trustee of the Company’s director, supervisor or senior management officer or any person referred to in subparagraph (1) of this Article;</p> <p>(3) the partner of the Company’s director, supervisor or senior management officer or any person referred to in subparagraphs (1) and (2) of this Article;</p> <p>(4) a company in which the Company’s director, supervisor or senior management officer, alone or jointly with the person referred to in subparagraphs (1), (2) or (3) of this Article or with other directors, supervisors and senior management officers of the Company, has de facto control; and</p> <p>(5) the directors, supervisors and senior management officers of the controlled company referred to in subparagraph (4) of this Article.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 143</b> The fiduciary duties of a director, supervisor and senior management officers of the Company do not necessarily cease with the termination of his tenure. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his term of office. Other duties may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the occurrence of the matter in question and the termination of his term of office and the circumstances and the terms under which the relationships between him and the Company are terminated.</p>	Deleted
<p><b>Article 144</b> Except in the circumstances prescribed in Article 58 of the Articles of Association, liabilities of a director, supervisor and senior management officers arising from the violation of a specified duty may be released by informed shareholders at a general meeting.</p>	Deleted
<p><b>Article 145</b> Where a director, supervisor or senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he shall declare the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal is otherwise subject to the approval of the Board of Directors under the normal circumstances.</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>A director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board of Directors in respect of any contract, transaction or arrangement in which he or any of his associates as defined in the applicable HKEx Listing Rules in effect from time to time has any material interest or any other relevant proposals. Unless the interested director, supervisor or senior management officer of the Company has disclosed his interest in accordance with paragraph 1 of this Article and the contract, transaction or arrangement has been approved by the Board of Directors at a meeting in which the interested director, supervisor or senior management officer is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, supervisor or senior management officer concerned.</p> <p>A director, supervisor and senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related parties have interest.</p>	

Original Articles	Articles After Amendments
<p><b>Article 146</b> Where a director, supervisor or senior management officer of the Company gives the Board of Directors a general notice in writing stating that, by reason of the facts stated in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be entered into by the Company, then he shall be deemed to have made a disclosure for the purposes of the preceding Article of this Chapter so far as the content stated in such notice is concerned, if such notice shall have been given to the Board of Directors 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
<p><b>Article 147</b> The Company shall not in any manner pay taxes for its directors, supervisors or senior management officers.</p>	Deleted
<p><b>Article 148</b> The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with a loan to a director, supervisor or senior management officer of the Company or of the Company’s controlling shareholders or any of their respective related parties.</p> <p>The foregoing provision shall not apply to the following circumstances:</p> <p>(1) the provision of a loan or a guarantee for a loan by the Company to its subsidiary;</p> <p>(2) the provision in accordance with the terms of an employment contract approved by the shareholders at general meetings of a loan or a guarantee for a loan or any other funds by the Company to any of its directors, supervisors or senior management officers to meet expenditure incurred by him for the purposes of the Company or for the purpose of enabling him to perform properly his duties; and</p>	Deleted

Original Articles	Articles After Amendments
<p>(3) the Company may make a loan to or provide a guarantee for a loan to its relevant directors, supervisors or senior management officers or other related parties where the ordinary course of its business is expanded to include the making of loans or the giving of guarantees for loans and provided that the making of such loans or the giving of such guarantees is on normal commercial terms.</p>	
<p><b>Article 149</b> A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.</p>	Deleted
<p><b>Article 150</b> A guarantee for a loan provided by the Company in breach of paragraph 1 of Article 148 shall be unenforceable against the Company unless:</p> <p>(1) the loan was provided to a related party of a director, supervisor or senior management officer of the Company or its controlling shareholders and at the time the loan was advanced the lender did not know of the relevant circumstances, or</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	Deleted
<p><b>Article 151</b> For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking of or property provided by guarantor to secure the performance of obligations by the obligor.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Article 152</b> In addition to any rights and remedies provided for in relevant laws and administrative regulations, the Company is entitled to adopt the following measures where a director, supervisor or senior management officer of the Company is in breach of his duties owed to the Company:</p> <p>(1) to claim against such a director, supervisor or senior management officer for losses incurred by the Company as a result of his breach;</p> <p>(2) to rescind any contract or transaction entered into between the Company and such director, supervisor or senior management officer, or between the Company and a third party where such third party has known or should have known such director, supervisor and senior management officer that represents the Company has breached his duties owed to the Company;</p> <p>(3) to account for the profits made by the director, supervisor or senior management officer as a result of his breach;</p> <p>(4) to recover any monies received by the director, supervisor or senior management officer which should have been received by the Company, including, without limitation, commissions;</p> <p>(5) to demand the return of the interest earned or which may have been earned by the director, supervisor or senior management officer on any monies which should have been paid to the Company; and</p> <p>(6) to request for judgment through legal proceedings that the properties acquired by directors, supervisors and senior management officers through their breach of duties shall belong to the Company.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 153</b> The Company shall, with the prior approval of shareholders in a general meeting or the Board of Directors, enter into a contract in writing with its director, supervisor or senior management officer wherein his emoluments are stipulated. The written contract shall include at least the following provisions:</p> <p>(1) Directors, supervisors and senior management officers shall undertake to the Company that they will observe and comply with the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other provisions of the HK Stock Exchange, and agree that the Company is entitled to access to the remedial measures as prescribed in the Articles of Association. The contract and their positions shall not be transferred;</p> <p>(2) Directors, supervisors and senior management officers shall undertake to the Company (for and on behalf of each shareholder) that they will observe and fulfill their obligations to shareholders stipulated in the Articles of Association;</p> <p>(3) The arbitration clauses as provided in Article 196 of the Articles of Association.</p> <p>The aforesaid emoluments include:</p> <ol style="list-style-type: none"> <li>1. emoluments in respect of his service as director, supervisor or senior management officer of the Company;</li> <li>2. emoluments in respect of his service as director, supervisor or senior management officer of any subsidiary of the Company;</li> </ol>	Deleted



Original Articles	Articles After Amendments
<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; and</p> <p>4. payment for compensation for loss of office, or as consideration in connection with his retirement from office.</p> <p>No proceedings may be brought by a director or supervisor against the Company for any benefit due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.</p> <p>The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.</p>	
<p><b>Article 154</b> In the contract for emoluments entered into by the Company with its director or supervisor: when the Company is being acquired, provisions shall be made for the right of the director or supervisor to receive, after obtaining the prior consent of shareholders in a general meeting, payments or other amounts by way of compensation for loss of office or for his retirement from office. For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:</p> <p>(1) an offer made by any person to all shareholders; or</p> <p>(2) an offer made by any person with a view to making the offeror the controlling shareholder. The “controlling shareholder” has the same meaning as defined in the Articles of Association.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p>If the relevant director or supervisor does not comply with this Article, any sum received by the director or supervisor on account of the payment shall belong to those persons who have sold their shares as a result of accepting the offer, and the expenses incurred by the director or supervisor in distributing that sum on a pro rata basis among those persons shall be borne by him and shall not be deducted from the sum distributed.</p>	
<p>Newly added</p>	<p><b>Article 111</b> <u>Directors shall undertake the following fiduciary duties to the Company in accordance with laws, administrative regulations and the Articles of Association:</u></p> <p><u>(1) not to use their positions to accept bribes or other illegal income and not to expropriate the Company’s property;</u></p> <p><u>(2) not to misappropriate funds of the Company;</u></p> <p><u>(3) not to open any bank account in their own names or in others’ names for the purpose of depositing any of the Company’s assets or funds;</u></p> <p><u>(4) not to violate the provisions of the Articles of Association to lend the Company’s funds to others or provide security of the Company’s assets for debts of others without the approval of the shareholders given at a general meeting or the Board of Directors;</u></p> <p><u>(5) not to conclude any contract or conduct any transaction with the Company in violation of the Articles of Association or without the consent of the shareholders’ general meeting;</u></p>

Original Articles	Articles After Amendments
	<p><u>(6) not to use their positions to procure business opportunities that should have otherwise been available to the Company for themselves or others nor to operate businesses similar to that of the Company for their own benefits or on behalf of others without prior approval of the shareholders' general meeting;</u></p> <p><u>(7) not to take any commission from any transaction with the Company for their own;</u></p> <p><u>(8) not to disclose any secret of the Company without authorization;</u></p> <p><u>(9) not to use their affiliations to damage the interests of the Company;</u></p> <p><u>(10) to fulfill other fiduciary duties stipulated by laws, administrative regulations, departmental rules, and the Articles of Association.</u></p> <p><u>The fiduciary duties aforementioned also apply to supervisors and senior management officers of the Company.</u></p> <p><u>The proceeds derived from the violation of this Article by the directors and senior management officers shall be attributed to the Company, and whereby a loss is incurred to the Company, he/she shall be liable for compensation of such loss.</u></p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><b>Article 112</b> <u>Directors shall fulfill the following obligations of diligence in accordance with laws, administrative regulations and the Articles of Association:</u></p> <p><u>(1) to exercise the rights conferred by the Company with prudence, care and diligence to ensure the commercial activities of the Company comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Company;</u></p> <p><u>(2) to treat all shareholders equally;</u></p> <p><u>(3) to keep themselves informed of the operation and management position of the Company;</u></p> <p><u>(4) to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;</u></p> <p><u>(5) to honestly provide the Board of Supervisors with relevant information and materials, and not to hinder the Board of Supervisors or supervisors from exercising their functions and powers;</u></p> <p><u>(6) to fulfill other obligations of diligence stipulated by laws, administrative regulations, departmental rules, and the Articles of Association.</u></p> <p><u>The obligations of diligence stipulated in items (4), (5), (6) above also apply to the senior management officers of the Company.</u></p>

Original Articles	Articles After Amendments
Newly added	<b>Article 113</b> <u>If any director fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his/her duties, and the Board of Directors shall propose to replace such director at the shareholders' general meeting.</u>
Newly added	<b>Article 114</b> <u>A director shall clear all transitional procedures with the Board of Directors on resignation or expiry of term and shall fulfil his/her fiduciary obligations against the Company and shareholders. The obligations shall not be dismissed after the expiry of term and remain effective within the reasonable period specified by the Articles of Association.</u>
Newly added	<b>Article 115</b> <u>Senior management officers of the Company should faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior management officers of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.</u>
Newly added	<b>Article 116</b> <u>A supervisor shall carry out his/her fiduciary duties and obligations of diligence in accordance with laws, administrative regulations and the Articles of Association, not to use his/her position to accept bribes or other illegal income and not to expropriate the Company's property.</u>

Original Articles	Articles After Amendments
<b>Chapter 15 Financial and Accounting System</b>	<b>Chapter <del>15</del><u>159</u> Financial and Accounting System, Profit Distribution and Audit</b>
<b>Chapter 16 Profit Distribution</b>	Deleted
<p><b>Article 162</b> Capital reserve fund includes the following items:</p> <p>(1) premium received when shares are issued at a premium to their par value;</p> <p>(2) any other income required by the finance regulatory department of the State Council to be included in the capital reserve fund.</p>	<p><b>Article <del>162-124</del></b> Capital reserve fund includes the following items:</p> <p>(1) premium received when shares are issued at a premium to their par value;</p> <p>(2) any other income required by the finance regulatory department of the State Council to be included in the capital reserve fund.</p>
<p><b>Article 164</b> The Company may distribute dividends in the form of (or a combination of both):</p> <p>(1) cash;</p> <p>(2) shares.</p>	<p><b>Article <del>164-126</del></b> The Company may distribute dividends in the form of (or a combination of both):</p> <p>(1) cash;</p> <p>(2) shares;</p> <p><u>(3) other forms as permitted by laws and regulations.</u></p>

Original Articles	Articles After Amendments
Newly added	<p><b>Article 127</b> <u>The after-tax profits of the Company shall be distributed in the following order:</u></p> <p><u>(1) making up losses;</u></p> <p><u>(2) making allocations for the statutory common reserve fund;</u></p> <p><u>(3) dividend payments for preferred shares, if any;</u></p> <p><u>(4) making allocations for the discretionary common reserve fund; and</u></p> <p><u>(5) dividend payments for ordinary shares.</u></p> <p><u>The specific allocation proportion in a particular year of items (4) and (5) of this Article is formulated by the Board of Directors based on the operations and development needs of the Company and approved by the shareholders' general meetings. Before making up losses and allocating the statutory common reserve fund, the Company shall not distribute dividends. No interest on dividends shall be paid to shareholders other than the dividends due yet to be paid by the Company.</u></p>
<p><b>Article 165</b> Any amount paid up in advance of calls on any share may carry interest but shall not entitle the relevant shareholder to participate in respect thereof in a dividend subsequently declared.</p>	Deleted

Original Articles	Articles After Amendments
<b>Chapter 17 Appointment of Accounting Firms</b>	Deleted
<p><b>Article 169</b> The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the State to audit the Company’s annual financial reports and review the Company’s other financial reports.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.</p>	Deleted
<b>Article 170</b> The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.	Deleted
Newly added	<u><b>Article 131</b> The Company shall implement the internal audit system, deploy full-time audit personnel and conduct internal audit and supervision over the financial revenues and expenditures and economic activities of the Company.</u>
Newly added	<u><b>Article 132</b> The Company’s internal audit system and the duties of the audit personnel shall apply with approval of the Board of Directors. The person in charge of audit shall be responsible and report to the Board of Directors.</u>
Newly added	<u><b>Article 133</b> The Company shall engage an accounting firm that complies with the laws to conduct the audit of financial statements, verify net assets and offer other relevant advisory services. The term shall be one year and is renewable.</u>



Original Articles	Articles After Amendments
<p>Newly added</p>	<p><u><b>Article 134</b></u> <u>The appointment of an accounting firm by the Company must be determined by the shareholders’ general meeting, and the Board of Directors shall not appoint any accounting firm prior to the approval of the shareholders’ general meeting.</u></p>
<p>Newly added</p>	<p><u><b>Article 135</b></u> <u>The audit fees of the accounting firm shall be determined by the shareholders’ general meeting.</u></p>
<p><b>Article 171</b> The accounting firm appointed by the Company shall have the following rights:</p> <p>(1) the right to review the books, records and vouchers of the Company at any time, the right to require the directors or senior management officers of the Company to supply relevant information and explanations;</p> <p>(2) the 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; and</p> <p>(3) the right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company’s accounting firm.</p> <p>The Company shall provide the accounting firm appointed with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information. The Company shall not refuse to provide or hide the same or make false reports.</p>	<p><del><b>Article 171-136</b></del> <del>The accounting firm appointed by the Company shall have the following rights:</del></p> <p><del>(1) — the right to review the books, records and vouchers of the Company at any time; the right to require the directors or senior management officers of the Company to supply relevant information and explanations;</del></p> <p><del>(2) — the 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; and</del></p> <p><del>(3) — the right to attend general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company’s accounting firm.</del></p> <p>The Company shall provide the accounting firm appointed with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information. The Company shall not refuse to provide or hide the same or make false reports.</p>

Original Articles	Articles After Amendments
<p><b>Article 172</b> If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period in which a vacancy arises.</p>	Deleted
<p><b>Article 173</b> The shareholders in a general meeting may by ordinary resolution remove an accounting firm before the expiry of its term of office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim for damages in respect of such removal.</p>	Deleted
<p><b>Article 174</b> The remuneration of an accounting firm or the manner in which such remuneration is determined shall be decided by the shareholders' general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.</p>	Deleted
<p><b>Article 175</b> The Company's appointment, removal and non-renewal of an accounting firm shall be resolved upon by the shareholders in general meeting. Such resolution shall be filed with the securities regulatory authority of the State Council.</p> <p>Prior to the removal or the non-renewal of the appointment of the accounting firm, an advance notice of such removal or non-renewal shall be given to the accounting firm and such firm has the right to state its opinions to the shareholders' general meeting.</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>Where a resolution at a shareholders’ general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to reappoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent (before notice of the shareholders’ general meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations are received too late) take the following measures:</p> <p>i. in any notice of meeting held for making the resolution, state the fact of the representations having been made by the leaving accounting firm; and</p> <p>ii. attach a copy of the representations to the notice and send it to each shareholder who is entitled to receive the notice of the shareholders’ general meeting in the manner stipulated in the Articles of Association.</p>	

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>(3) If the Company fails to send out the accounting firm’s representations in the manner set out in subparagraph (2) of this Article, such accounting firm may require that the representations be read out at the shareholders’ general meeting and may make further representations.</p> <p>(4) An accounting firm which is leaving its post shall be entitled to attend:</p> <ul style="list-style-type: none"><li>i. the shareholders’ general meeting at which its term of office would otherwise have expired;</li><li>ii. the shareholders’ general meeting at which it is proposed to fill the vacancy caused by its removal; and</li><li>iii. the shareholders’ general meeting which is convened as a result of its resignation.</li></ul>	

Original Articles	Articles After Amendments
<p><b>Article 176</b> If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders’ general meeting. Where the accounting firm resigns its post, it shall make clear to the shareholders’ general meeting whether there is any impropriety on the part of the Company.</p> <p>The accounting firm may resign its office by depositing at the Company’s legal address a written notice of resignation, which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <p>i. a statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of the shareholders or creditors of the Company; or</p> <p>ii. a statement of any such circumstances that should be explained.</p> <p>The Company shall, within fourteen days after receipt of the written notice referred to in paragraph (2) of this Article, send a copy of the notice to the relevant governing authority. If the notice contains a statement under subparagraph (2)(ii) of this Article, a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed shares (i.e. the shareholder who entitles to receive the financial report of the Company) at the address registered in the register of shareholders.</p>	<p><b>Article <del>176</del>-137</b> If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm <u>at least 15 days in advance, and where the removal of an accounting firm is put to the vote of a shareholders’ general meeting, such accounting firm shall be allowed to</u> <del>has the</del> right to state its opinions to the shareholders’ general meeting. Where the accounting firm resigns its post, it shall make clear to the shareholders’ general meeting whether there is any impropriety on the part of the Company.</p> <p><del>The accounting firm may resign its office by depositing at the Company’s legal address a written notice of resignation, which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</del></p> <p><del>i. a statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of the shareholders or creditors of the Company; or</del></p> <p><del>ii. a statement of any such circumstances that should be explained.</del></p> <p><del>The Company shall, within fourteen days after receipt of the written notice referred to in paragraph (2) of this Article, send a copy of the notice to the relevant governing authority. If the notice contains a statement under subparagraph (2)(ii) of this Article, a copy of such statement shall be placed at the Company for shareholders’ inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed shares (i.e. the shareholder who entitles to receive the financial report of the Company) at the address registered in the register of shareholders.</del></p>

Original Articles	Articles After Amendments
Where the accounting firm's notice of resignation contains a statement under subparagraph (2)(ii) of this Article, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.	<del>Where the accounting firm's notice of resignation contains a statement under subparagraph (2)(ii) of this Article, the accounting firm may require the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.</del>
<b>Chapter 18 Notices</b>	<b>Chapter <del>18</del><u>1810</u> Notices <u>and Announcements</u></b>
<b>Chapter 19 Merger and Demerger of the Company</b>	<b>Chapter <del>19-11</del><u>19-11</u> <u>Merger and Demerger of the Company</u> <u>Merger, Demerger, Capital Increase and Reduction, Dissolution and Liquidation</u></b>
Newly added	<b><u>Section 1 Merger, Demerger, Capital Increase and Reduction</u></b>
<b>Article 181</b> In the event of the merger or demerger of the Company, a plan shall be proposed 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 formality pursuant to the law. Shareholders who oppose the plan of merger or demerger of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution of merger or demerger of the Company shall constitute special documents which shall be available for inspection by the shareholders.	<b>Article <del>181-142</del><u>181-142</u></b> In the event of the merger or demerger of the Company, a plan shall be proposed 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 formality pursuant to the law. Shareholders who oppose the plan of merger or demerger of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution of merger or demerger of the Company shall constitute special documents which shall be available for inspection by the shareholders.
The aforesaid documents shall be sent to each holder of overseas-listed shares by post.	<del>The aforesaid documents shall be sent to each holder of overseas-listed shares by post.</del>

Original Articles	Articles After Amendments
<p><b>Article 182</b> The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s resolution on merger and shall publish an announcement in the newspaper within 30 days from the date of such resolution.</p> <p>Upon the merger, creditors’ right or indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.</p>	<p><b>Article <del>182-143</del></b> The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.</p> <p><del>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s resolution on merger and shall publish an announcement in the newspaper within 30 days from the date of such resolution.</del></p> <p><del>Upon the merger, creditors’ right or indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.</del></p> <p><u>The absorption by one company of one or more other companies shall be merger by absorption, in which case the absorbed company or companies shall be dissolved. The merger of two or more companies and establishment of a new company shall be merger by new establishment, in which case the parties to the merger shall be dissolved.</u></p>

Original Articles	Articles After Amendments
Newly added	<p><b>Article 144</b> <u>In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s resolution on merger and shall publish an announcement in the newspaper within 30 days from the date of such resolution.</u></p> <p><u>The creditors may, within 30 days from the date of receiving the notice,, within 45 days from the date of announcement if no such notice has been received, require the Company to repay their debts in full or provide corresponding guarantee.</u></p> <p><u>Upon the merger, creditors’ right or indebtedness of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.</u></p>
Newly added	<p><b>Article 146</b> <u>When the Company needs to reduce its registered capital, it must prepare a balance sheet and an inventory of assets.</u></p> <p><u>The Company shall notify its creditors within 10 days from the date of resolution on reducing the registered capital and shall publish a public announcement in the newspaper within 30 days. Creditors shall have the right to demand the Company to repay its debts in full or to provide relevant guarantee within 30 days from the date of receiving the notice or within 45 days from the date of announcement if no such notice has been received.</u></p>



Original Articles	Articles After Amendments
	<p><u>For reduction of registered capital, the Company may, upon obtaining the approval of the shareholders’ general meeting, reduce its registered capital not in proportion to the percentage of shares held by the shareholders. The Company’s registered capital after the reduction must not be less than the statutory minimum amount.</u></p>
<p><b>Article 184</b> The Company shall, in accordance with laws, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or demerger. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with laws. Where a new company is established, the Company shall apply for registration thereof in accordance with laws.</p>	<p><b>Article <del>184</del>147</b> The Company shall, in accordance with laws, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or demerger. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with laws. Where a new company is established, the Company shall apply for registration thereof in accordance with laws.</p> <p><u>When a company increases or reduces its registered capital, it shall register the change with the company registration authority in accordance with the law.</u></p>

Original Articles	Articles After Amendments
<b>Chapter 20 Dissolution and Liquidation of the Company</b>	Deleted
Newly added	<b><u>Section 2 Dissolution and Liquidation</u></b>
<p><b>Article 185</b> In any of the following circumstances, the Company shall be dissolved:</p> <p>(1) special resolution on dissolution is passed by shareholders at a general meeting;</p> <p>(2) dissolution is necessary due to a merger or demerger of the Company;</p> <p>(3) the Company’s business licence is revoked or it is ordered to close down or it is wound up according to laws;</p> <p>(4) the Company is ordered to close down according to laws due to its violation of the laws and administrative regulations;</p> <p>(5) where the Company’s operations and management encounter serious difficulty, and its continuation will cause substantial loss to the interests of the shareholders and no solution can be found through any other channel, shareholders holding 10% or more of the total voting rights of the Company may make requisition to the people’s court to dissolve the Company.</p>	<p><b>Article <del>185-148</del></b> In any of the following circumstances, the Company shall be dissolved:</p> <p>(1) special resolution on dissolution is passed by shareholders at a general meeting;</p> <p>(2) dissolution is necessary due to a merger or demerger of the Company;</p> <p>(3) the Company’s business licence is revoked or it is ordered to close down or it is wound up according to laws;</p> <p>(4) <del>the Company is ordered to close down according to laws due to its violation of the laws and administrative regulations</del> <u>the term of operation expires as stipulated in the Articles of Association or other causes for dissolution as stipulated in the Articles of Association occur;</u></p> <p>(5) where the Company’s operations and management encounter serious difficulty, and its continuation will cause substantial loss to the interests of the shareholders and no solution can be found through any other channel, shareholders holding 10% or more of the total voting rights of the Company may make requisition to the people’s court to dissolve the Company.</p>

Original Articles	Articles After Amendments
Newly added	<p><b>Article 149</b> <u>In case of occurrence of any circumstance set out in subparagraph (4) of Article 148 hereof, the Company may subsist by amending the Articles of Association.</u></p> <p><u>The amendment to the Articles of Association according to the preceding paragraph shall be passed by more than two thirds of the voting powers held by shareholders present in the shareholders' general meeting.</u></p>
<p><b>Article 186</b> Where the Company is dissolved pursuant to subparagraphs (1), (3) and (5) of Article 185 hereof, a liquidation committee shall be set up, within 15 days from the date upon which the cause of dissolution arises, to start the liquidation process. The composition of the liquidation committee shall be determined by directors or the shareholders' general meeting. In case no such committee is established to proceed with liquidation in time, the creditors may make application to the people's court for appointing relevant persons to form the liquidation committee for liquidation.</p>	<p><b>Article <del>186-150</del></b> Where the Company is dissolved pursuant to subparagraphs (1), (3), (4) and (5) of Article <del>185-148</del> hereof, a liquidation committee shall be set up, within 15 days from the date upon which the cause of dissolution arises, to start the liquidation process. The composition of the liquidation committee shall be determined by directors or the shareholders' general meeting. In case no such committee is established to proceed with liquidation in time, the creditors may make application to the people's court for appointing relevant persons to form the liquidation committee for liquidation.</p>
<p><b>Article 187</b> Where the Board of Directors decides to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the Board of Directors shall include a statement in its notice convening the 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 12 months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease.</p>	Deleted

Original Articles	Articles After Amendments
<p>The liquidation committee shall act in accordance with the instructions of the shareholders’ general meeting to make a report at least once every year to the shareholders’ general meeting on the committee’s receipts and payments, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders’ general meeting on completion of the liquidation.</p>	
<p><b>Article 190</b> The liquidation committee shall, after examining the Company’s assets and preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the shareholders’ general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company’s debts.</p> <p>The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.</p> <p>During the liquidation period, the Company shall not commence any new business activities.</p>	<p><b>Article <del>190-153</del></b> The liquidation committee shall, after examining the Company’s assets and preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the shareholders’ general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company’s debts.</p> <p>The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the <del>class of shares held by them and in proportion to their respective shareholdings.</del></p> <p>During the liquidation period, the Company shall <del>not commence</del><u>continue to exist, but it shall not commence</u> any new business activities.</p> <p><u>The assets of the Company shall not be distributed to its shareholders before repayment of its debts in accordance with the preceding provision.</u></p>

Original Articles	Articles After Amendments
<b>Chapter 21 Amendments to the Articles of Association</b>	<b>Chapter <del>21</del><u>12</u> Amendments to the Articles of Association</b>
<b>Article 193</b> The Company may amend the Articles of Association according to the provisions of laws, administrative regulations and the Articles of Association.	Deleted
<p><b>Article 194</b> The following procedures shall be followed when amending the Articles of Association:</p> <p>(1) The Board of Directors shall firstly adopt a resolution for amendment to the Articles of Association and prepare a proposal for amendment to the Articles of Association;</p> <p>(2) The Board of Directors shall convene a shareholders’ general meeting for voting on such proposal thereat;</p> <p>(3) The shareholders’ general meeting shall approve such proposal by special resolution;</p> <p>(4) The Company shall submit the amended Articles of Association to the company registration authority for record.</p>	Deleted
<b>Article 195</b> Amendment to the Articles of Association which involves the contents of the Mandatory Provisions shall become effective upon approval by the companies approving department authorized by the State Council and securities committee of the State Council. Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws.	Deleted

Original Articles	Articles After Amendments
Newly added	<p><b>Article 156</b> <u>The Company shall amend the Articles of Association if:</u></p> <p><u>(1) after any amendment is made to the Company Law or relevant laws, administrative regulations, provisions contained herein conflict with the laws or administrative regulations so amended;</u></p> <p><u>(2) the situation of the Company changes and thus is inconsistent with the provisions contained herein;</u></p> <p><u>(3) the shareholders' general meeting decides to amend the Articles of Association.</u></p>
Newly added	<p><b>Article 157</b> <u>Where such amendment to the Articles of Association as passed by the shareholders' general meeting by a resolution shall be approved by the governing authority, it must be reported to the governing authority for approval; where such amendment involves any registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws.</u></p>
Newly added	<p><b>Article 158</b> <u>The Board of Directors shall amend the Articles of Association pursuant to the resolution of the shareholders' general meeting on such amendment and the approval opinions of relevant governing authority.</u></p>
Newly added	<p><b>Article 159</b> <u>Matters concerning the amendment of the Articles of Association which are information required to be disclosed by laws and regulations shall be announced as required.</u></p>

Original Articles	Articles After Amendments
<b>Chapter 22 Settlement of Disputes</b>	Deleted
<p><b>Article 196</b> The Company shall act according to the following principles to settle disputes:</p> <p>(1) For any disputes or claims of rights between holders of overseas-listed shares and the Company; between holders of overseas-listed shares and the directors, supervisors or senior management officers of the Company; between holders of overseas-listed shares and holders of domestic shares, that arise based on the rights and obligations stipulated in the Articles of Association, the Company Law and other relevant laws and administrative regulations, any such disputes or claims of rights relevant to the affairs of the Company shall be referred by the relevant parties to arbitration.</p> <p>Where the abovementioned dispute or claim of rights is referred to arbitration, it shall be the entire claim or dispute, and all persons (being the Company or shareholders, directors, supervisors or senior management officers of the Company), who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall abide by arbitration.</p> <p>Disputes regarding definition of shareholders and register of shareholders may be resolved other than by way of by arbitration.</p> <p>(2) The claimant may refer the arbitration to either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.</p>	Deleted

Original Articles	Articles After Amendments
<p>If the claimant refers the arbitration to the Hong Kong International Arbitration Centre, either party may request the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights arising out of Item (1) above are settled by way of arbitration, the laws of the People’s Republic of China (excluding the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan region) shall apply, save as otherwise provided in laws and administrative regulations.</p> <p>(4) The decision made by the arbitral body shall be final and conclusive, and shall be binding on all parties.</p>	
<b>Chapter 23 Supplementary Provisions</b>	<b>Chapter 2313 Supplementary Provisions</b>
Newly added	<u><b>Article 160</b> “de facto controller” referred hereto means any person who is not a shareholder of the Company but is able to actually control the acts of the Company through investment, agreement or other arrangement.</u>
Newly added	<u><b>Article 161</b> The Board of Directors may formulate detailed rules of the Articles of Association in accordance with the provisions of the Articles of Association. Such detailed rules shall not conflict with provisions of the Articles of Association.</u>
Newly added	<u><b>Article 162</b> In the Articles of Association, the meaning of an “accounting firm” is the same as that of “auditors”.</u>



Original Articles	Articles After Amendments
<p><b>Article 197</b> In the Articles of Association, the meaning of an “accounting firm” is the same as that of “auditors”.</p> <p>In the Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</p> <p>In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than” or “beyond” does not include the underlying number.</p>	<p><del><b>Article 197-163</b></del> In the <del>Articles of Association</del>, the meaning of an “accounting firm” is the same as that of “auditors”.</p> <p><del>In the Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.</del></p> <p>In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than”, “beyond”, “below” or “more than” does not include the underlying number.</p>
<p><b>Article 199</b> The power of interpretation of the Articles of Association shall be vested in the Company’s Board of Directors. Any matters not contained in the Articles of Association shall be proposed by the Board of Directors at the shareholders’ general meeting for approval.</p>	<p><del><b>Article 199 165</b></del> The power of interpretation of the Articles of Association shall be vested in the Company’s Board of Directors. <del>Any matters not contained in the Ar-ticles of Association shall be proposed by the Board of Directors at the sharehold-ers’ general meeting for approval.</del></p>

Original Articles	Articles After Amendments
<p><b>Article 1</b> The Rules are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of Legend Holdings Corporation (the “Articles of Association”). Articles of Association and other laws and the laws of the place where the Company’s shares are listed, as well as the realities of the Company, in order to safeguard the legitimate rights and interests of Legend Holdings Corporation (the “Company”) and its shareholders, clarify the duties and authority of the shareholders’ general meetings, and ensure the standardized, efficient and smooth operation of the shareholders’ general meetings and the exercise of its authority in accordance with the law and ensure the effective exercise of authority by the shareholders.</p>	<p><b>Article 1</b> In accordance with the Company Law of the People’s Republic of China (the “Company Law”), <del>the Securities Law of the People’s Republic of China,</del> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of Legend Holdings Corporation (the “Articles of Association”) and other laws, and the laws of the place where the Company’s shares are listed, the Rules are formulated based on the actual situation of the Company, in order to safeguard the legitimate rights and interests of Legend Holdings Corporation (the “Company”) and its shareholders, clarify the duties and authority of the shareholders’ general meetings, and ensure the standardized, efficient and smooth operation of the shareholders’ general meetings and the exercise of its authority in accordance with the laws and ensure the effective exercise of authority by the shareholders.</p>
<p><b>Article 2</b> The Rules shall apply to the shareholders’ general meetings and class meetings of the Company and shall be binding on the Company, all shareholders, shareholders’ proxies, directors, supervisors and senior management of the Company and other relevant persons attending and present at the shareholders’ general meetings.</p>	<p><b>Article 2</b> The Rules shall apply to the shareholders’ general meetings <del>and class meetings</del> of the Company and shall be binding on the Company, all shareholders, shareholders’ proxies, directors, supervisors and senior management of the Company and other relevant persons attending and present at the shareholders’ general meetings.</p>
<p><b>Article 3</b> The shareholders’ general meetings consist of all shareholders of the Company and shall exercise the authority prescribed by law, the Listing Rules and the Articles of Association. No unit or individual shall unlawfully interfere with the shareholders’ exercise of their own rights.</p>	<p><b>Article 3</b> The shareholders’ general meetings consist of all shareholders of the Company and shall exercise the authority prescribed by law, <u>administrative regulations</u>, the Listing Rules and the Articles of Association. No entity or individual may unlawfully interfere with the shareholders’ exercise of their own rights.</p>

Original Articles	Articles After Amendments
<p><b>Article 5</b> The Board of Directors of the Company shall strictly observe the provisions of the Company Law and other relevant laws, the Listing Rules, the Articles of Association and the Rules regarding the convening of shareholders' general meetings and organize the meeting in a serious and timely manner. All directors of the Company shall exercise due diligence to ensure that the shareholders' general meeting is held properly and that their authority is exercised in accordance with the law.</p>	<p><b>Article 5</b> The Board of Directors of the Company shall strictly observe the provisions of the Company Law and other relevant laws, <u>administrative regulations</u>, the Listing Rules, the Articles of Association and the Rules regarding the convening of shareholders' general meetings and organize the meeting in a serious and timely manner. All directors of the Company shall exercise due diligence to ensure that the shareholders' general meeting is held properly and that their authority is exercised in accordance with the law.</p>
<p><b>Article 7</b> Matters to be resolved by the shareholders' general meeting as required by laws, administrative regulations and the Articles of Association, must be considered by the shareholders' general meeting in order to protect the right of shareholders of the Company to make decisions on such matters. The shareholders' general meeting shall exercise its authority within the scope of relevant laws and regulations and the Articles of Association.</p>	<p><b>Article 7</b> Matters to be resolved by the shareholders' general meeting as required by laws, administrative regulations, <u>the Listing Rules</u> and the Articles of Association, must be considered by the shareholders' general meeting in order to protect the rights of shareholders of the Company to make decisions on such matters. The shareholders' general meeting shall exercise its authority within the scope of relevant laws and regulations and the Articles of Association.</p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 8</b> The shareholders’ general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <p>(1) to decide the Company’s operational guidelines and investment schemes;</p> <p>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</p> <p>(3) to consider and approve the reports of the Board of Directors;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company’s annual financial budgets and final accounts;</p> <p>(6) to consider and approve the Company’s profit distribution plan and plan for recovery of losses;</p> <p>(7) to resolve on increase or reduction in the Company’s registered capital;</p> <p>(8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;</p> <p>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</p> <p>(10) to amend the Articles of Association;</p>	<p><b>Article 8</b> The shareholders’ general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <p>(1) to decide on the Company’s operational guidelines and investment schemes;</p> <p>(2) to elect and remove directors and supervisors not being staff representatives and to determine matters relating to the remuneration of the directors and the supervisors;</p> <p>(3) to consider and approve the reports of the Board of Directors;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company’s annual financial budgets and final accounts;</p> <p>(6) to consider and approve the Company’s profit distribution plan and plan for recovery of losses;</p> <p>(7) to resolve on increase or reduction in the Company’s registered capital;</p> <p>(8) to resolve on the issue of debentures, any kind of shares, warrants or other similar securities by the Company;</p> <p>(9) to resolve on the merger, demerger, dissolution, liquidation or change of form of business of the Company;</p> <p>(10) to amend the Articles of Association;</p>

Original Articles	Articles After Amendments
<p>(11) to consider and approve the motions put forward by shareholders individually or jointly holding 3% or more of the Company’s shares with voting rights;</p> <p>(12) to decide the engagement, re-appointment or dismissal of the accounting firms;</p> <p>(13) to consider and approve the external guarantees subject to the approval of the shareholders’ general meeting;</p> <p>(14) to consider and approve the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company’s latest audited total assets;</p> <p>(15) to consider and approve the share incentive plan;</p> <p>(16) to resolve on the repurchase of the Company’s shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article 27 of the Articles of Association;</p> <p>(17) to resolve on any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;</p> <p>(18) to consider other matters as required by the listing rules of the stock exchange of the locality on which the Company’s shares are listed.</p>	<p><del>(11) to consider and approve the motions put forward by shareholders individually or jointly holding 3% or more of the Company’s shares with voting rights;</del></p> <p><del>(12)</del> to decide on the engagement, re-appointment or dismissal of the accounting firms;</p> <p><del>(13)</del> to consider and approve the external guarantees subject to the approval of the shareholders’ general meeting;</p> <p><del>(14)</del> to consider and approve the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company’s latest audited total assets;</p> <p><u>(14) to consider and approve the changes in the use of proceeds from fundraising activities;</u></p> <p>(15) to consider and approve the share incentive plan <u>and the employee stock ownership plans;</u></p> <p>(16) to resolve on the repurchase of the Company’s shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article <del>27</del><u>25</u> of the Articles of Association;</p> <p>(17) to resolve on any other matters to be resolved thereby as required by laws, administrative regulations and the Articles of Association;</p> <p>(18) to consider other matters as required by the listing rules of the stock exchange of the locality on which the Company’s shares are listed.</p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>The shareholders’ general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the shareholders’ general meeting:</p> <p>1. subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional overseas-listed shares not exceeding 20% of the overseas-listed shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</p> <p>2. to authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid- term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>	<p>The shareholders’ general meeting may authorize or delegate the Board of Directors to transact the matters authorized or delegated by it, including but not limited to carrying out the following matters at the shareholders’ general meeting:</p> <p>1. subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board of Directors to issue, allot and deal with additional overseas-listed shares not exceeding 20% of the total <del>overseas-listed</del> shares in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</p> <p>2. to authorize the Board of Directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid-term financial notes, corporate bonds, overseas USD bonds based on the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the actual value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 10</b> The Company shall not, without the prior approval of the shareholders’ general meeting, enter into any contract with any party (other than the directors, supervisors and senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company’s business.</p>	<p><b>Article 10</b> The Company shall not, without the <del>prior</del> approval of the shareholders’ general meeting <u>by a special resolution</u>, enter into any contract with any party (other than the directors, supervisors and senior management officers) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company’s business, <u>unless the Company is in crisis or under any other special circumstances</u>.</p>
<p><b>Article 11</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meeting shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p>Extraordinary general meeting shall be convened as and when necessary. The Board of Directors shall convene an extraordinary general meeting within 2 months from the occurrence of any of the following circumstances:</p>	<p><b>Article 11</b> A general meeting shall either be an annual general meeting or an extraordinary general meeting. Annual general meeting shall be held once every year and within 6 months from the close of the preceding accounting year.</p> <p><del>Extraordinary general meeting shall be convened as and when necessary.</del> The Board of Directors shall convene an extraordinary general meeting within 2 months from the <u>date of occurrence of any the relevant event below:</u></p>

Original Articles	Articles After Amendments
<p>Newly added</p>	<p><b>Article 13</b> <u>The Board of Supervisors is entitled to make a written proposal to the Board of Directors requesting the convening of an extraordinary general meeting. The Board of Directors shall, as stipulated by the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days of the receipt of the proposal.</u></p> <p><u>In the event that the Board of Directors agrees to convene an extraordinary general meeting, it shall serve a notice of the general meeting within 5 days after such resolution was passed by the Board of Directors; any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors.</u></p> <p><u>In the event that the Board of Directors disagrees to convene an extraordinary general meeting, or no reply was furnished within 10 days upon the receipt of the proposal, the Board is deemed to be unable or fail to perform the duty of convening a general meeting, in which case the Board of Supervisors may convene and preside over such meeting by itself.</u></p>



Original Articles	Articles After Amendments
<p><b>Article 13</b> Shareholders requesting the convening of extraordinary general meeting or class meeting shall follow the procedures listed below:</p> <p>(1) Shareholder(s) individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders’ meeting. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders’ meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</p> <p>(2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s) individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may request by written requisition(s) the Board of Supervisors to convene the extraordinary general meeting or class shareholders’ meeting.</p> <p>(3) Where the Board of Supervisors fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for more than 90 consecutive days, individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord, following the same procedure of convening a shareholders’ meeting by the Board of Directors as much as possible, within four months upon the Board having received such request.</p>	<p><del><b>Article 13</b></del> <del>Shareholders requisitioning</del> <del>requesting the convening of an extraordinary general meeting or class meeting shall follow the procedures listed below:</del></p> <p><del>(1)</del> Shareholder(s) individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, <u>demand</u> require the Board to convene an extraordinary general meeting <del>or a class shareholders’ meeting</del>. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting <del>or class shareholders’ meeting</del>. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</p> <p><del>(2)</del> <u>the Board of Directors shall, pursuant to the provisions of the laws, administrative regulations and the Articles of Association, indicate, in a written feedback within 10 days after receipt of the request, its agreement or disagreement to convening an extraordinary general meeting. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within 5 days after the board resolution is made. In the event of any change to the original proposal set forth in the notice, the consent of the requisitioner shall be obtained.</u></p> <p><del>(3)</del> <u>If the Board of Directors does not agree to convene an extraordinary general meeting or fails to give any feedback within 10 days upon receipt of the requisition, shareholders individually or collectively holding 10% or more shares of the Company are entitled to demand the Board of Supervisors to convene an extraordinary general meeting by signing one or more counterpart written requisition(s).</u></p>

Original Articles	Articles After Amendments
<p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</p>	<p><del>(2) Where the Board fails to issue notice of convening meeting within 30 days upon be convened may request by written requisition(s) the Board of Supervisors to convene the extraordinary general meeting or class shareholders’ meeting.</del></p> <p><del>(3) Where the Board of Supervisors agrees to convene an the extraordinary general meeting, it shall will issue serve a notice of such meeting within thirty five days upon receipt of the above written requisition. In the event of any change to the original requisition est set forth in the notice, the consent of the relevant shareholders shall be obtained.</del></p> <p><u>In the case of failure to issue the notice for the shareholders’ general meeting within the prescribed period, the Board of Supervisors shall be deemed as not failing to convene and preside over the general meeting, in which case, shareholder(s), for more than 90 consecutive days, individually or collectively holding more than 10% of the shares carrying voting rights at the meeting to be convened may convene the meeting on their own accord, following the same procedure of convening a shareholders’ meeting by the Board of Directors as much as possible, within four months upon the Board having received such request.</u></p>

Original Articles	Articles After Amendments
	<p><del>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board of Directors and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</del></p>
Newly added	<p><b>Article 15</b> <u>The Board of Directors shall be informed in writing if the Board of Supervisors or shareholders decide on their own to convene a general meeting. Shareholders convening the general meeting shall hold no less than 10% of the shares of the Company prior to the announcement of the resolutions of such meetings.</u></p>
Newly added	<p><b>Article 16</b> <u>The Board of Directors and the secretary of the Board shall provide any assistance necessary for the general meeting convened by the Board of Supervisors or shareholders. The Board of Directors shall provide the register of shareholders on the date for shareholding registration.</u></p>
Newly added	<p><b>Article 17</b> <u>All necessary expenses incurred for the general meeting convened by the Board of Supervisors or shareholders shall be borne by the Company.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 14</b> When the Company convenes a shareholders’ general meeting, shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall be entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the shareholders’ general meeting. The convener of the shareholders’ general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal and incorporate the matters falling within the scope of duties of the shareholders’ general meeting into the agenda of such meeting. The new agenda shall be tabled to the shareholders’ general meeting for consideration.</p>	<p><b>Article 1418</b> When the Company convenes a shareholders’ general meeting, <u>the Board of Directors, the Board of Supervisors and shareholders individually or collectively holding more than 3% of shares of the Company</u> are entitled to submit proposals to the <u>Company</u>.</p> <p>Shareholders individually or collectively holding 3% or more of the total voting shares of the Company are entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the shareholders’ general meeting. The convener of the shareholders’ general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal <u>and announce the contents of the ad hoc proposal</u><del>temporary resolution proposed and incorporate the matters falling within the scope of duties of the shareholders’ general meeting into the agenda of such meeting. The new agenda shall be tabled to the shareholders’ general meeting for consideration.</del></p> <p><u>Except as referred to in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals subsequent to the issue of the notice.</u></p>
<p><b>Article 15</b> To convene an annual general meeting, the Company shall give notices 20 days before the date of meeting, informing each shareholder of the matters proposed to be considered at the meeting and the date and place of the meeting. To convene an extraordinary general meeting, the Company shall notify each shareholder 15 days before the date of meeting.</p>	<p><b>Article 1519</b> To convene an annual general meeting, the Company shall give notices <del>20</del><u>21</u> days before the date of meeting, informing each shareholder of the matters proposed to be considered at the meeting and the date and place of the meeting. To convene an extraordinary general meeting, the Company shall notify each shareholder 15 days before the date of meeting.</p>

Original Articles	Articles After Amendments
<p><b>Article 16</b> The proposals for shareholders' general meeting shall be submitted or delivered in writing to the Board of Directors, and the content of the proposals shall fall within the authority of the shareholders' general meeting, have clear topics and specific matters to be resolved, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.</p>	<p><b>Article 1620</b> The proposals for shareholders' general meeting shall be submitted or delivered in writing to the Board of Directors, and the content of the proposals shall fall within the authority of the shareholders' general meeting, have clear topics and specific matters to be resolved, and comply with the relevant provisions of laws, administrative regulations, <u>the Listing Rules</u> and the Articles of Association.</p>
<p><b>Article 17</b> Matters not set out in the notice referred to in Article 14 and Article 15 of the Rules shall not be resolved at a shareholders' general meeting.</p>	<p><b>Article 1721</b> Matters not set out in the notice referred to in Article 1418 and Article 1519 of the Rules shall not be resolved at a shareholders' general meeting.</p>
<p><b>Article 18</b> Unless otherwise provided in the Articles of Association, the notice of the shareholders' general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p> <p>The notice of a shareholders' general meeting served on the holders of overseas-listed shares may be published through the websites of the HK Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 19</b> Notice of a shareholders’ general meeting shall:</p> <p>(1) be in writing;</p> <p>(2) specify the time, place and date of the meeting;</p> <p>(3) set out the matters to be considered at the meeting;</p> <p>(4) This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the 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 contract (if any), and the cause and effect of such proposal shall be properly described;</p> <p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor and senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor or senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p> <p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p>	<p><b>Article 1922</b> Notice of a shareholders’ general meeting shall <u>include the following contents:</u></p> <p>(1) <u>the time and place of the meeting;</u></p> <p>(2) <u>matter(s) and proposal(s) submitted to the meeting for consideration;</u></p> <p>(3) <u>containing a legible statement that all ordinary shareholders (including preference shareholders with voting rights restored) are entitled to attend the meeting, and may appoint proxies in writing to attend the meeting and vote on their behalf and such proxy is not necessarily be a shareholder of the Company;</u></p> <p>(4) <u>any other items required to be contained by the laws, administrative regulations, departmental rules or the Listing Rules.</u></p> <p><del>(1) be in writing;</del></p> <p><del>(2) specify the time, place and date of the meeting;</del></p> <p><del>(3) set out the matters to be considered at the meeting;</del></p> <p><del>(4) This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the 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 contract (if any), and the cause and effect of such proposal shall be properly described;</del></p>

Original Articles	Articles After Amendments
<p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p><del>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor and senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor or senior management officer in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</del></p> <p><del>(6) set out the full text of any special resolution proposed to be passed at the meeting;</del></p> <p><del>(7) contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder of the Company;</del></p> <p><del>(8) specify the time and place for lodging proxy forms for the relevant meeting.</del></p>

Original Articles	Articles After Amendments
<p><b>Article 21</b> The Company shall hold the shareholders’ general meeting at the place of residence of the Company or at the place specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting shall be held in the venue and in the form specified in the notice of the shareholders’ general meeting.</p> <p>Shareholders may attend the shareholders’ general meeting in person or appoint another person to attend and exercise their voting rights on their behalf within the scope of the authorization, both of which have the same legal effect.</p>	<p><b>Article 2124</b> The Company shall hold the shareholders’ general meeting at the place of residence of the Company or at the place specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting shall be held in a venue <del>and in the form specified in the notice of the shareholders’ general meeting as a physical and in the form of on-site meeting.</del> <u>The Company shall, on condition that the general meeting is held legally and validly, enable shareholders to have access to the general meeting by internet or other means. The shareholders that have participated in the meeting through access of any aforesaid means and could vote legally and validly shall be deemed as having attended the meeting.</u></p> <p>Shareholders may attend the shareholders’ general meeting in person or appoint another person to attend and exercise their voting rights on their behalf within the scope of the authorization, both of which have the same legal effect.</p>



Original Articles	Articles After Amendments
<p><b>Article 26</b> Any form issued to a shareholder by the Board of Directors of the Company for the purpose of appointing a proxy of shareholder shall be in such form which enables the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed and in respect of each individual matters to be voted on at the meeting. Such a form shall contain a statement that in the absence of instructions from the appointor, the proxy may vote as he thinks fit.</p> <p>Save as provided above, the aforesaid proxy form shall also contain the following:</p> <p>(1) number of shares represented by the proxy;</p> <p>(2) name of the proxy;</p> <p>(3) whether voting power is granted to the proxy;</p> <p>(4) whether the proxy is entitled to vote for the temporary resolution proposed at any shareholders’ general meeting; instruction of voting if voting power is granted;</p> <p>(5) date of appointing a proxy and the effective period for such appointment.</p> <p>(6) Where a shareholder appoints more than one proxy, he shall specify the number of shares represented by each proxy in the proxy form.</p>	<p><del><b>Article 26-29</b></del> Any form issued to a shareholder by the Board of Directors of the Company for the purpose of appointing a proxy of shareholder shall be in such form which enables the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed and in respect of each individual matters to be voted on at the meeting. Such a form shall contain a statement that in the absence of instructions from the appointor, the proxy may vote as he thinks fit.</p> <p><del>Save as provided above, the aforesaid proxy form shall also contain the following:</del> <u>The instrument issued by a shareholder to appoint a voting proxy to attend a general meeting shall specify the followings:</u></p> <p>(1) the name of the proxy <del>number of shares represented by the proxy;</del></p> <p>(2) name of the proxy;</p> <p>(3) <del>whether voting power is granted to the proxy;</del></p> <p>(4) whether the proxy is entitled to vote for the temporary resolution proposed at any shareholders’ general meeting; instruction of voting if voting power is granted;</p> <p>(5) <del>date of appointing a proxy and the effective period for such appointment.</del></p> <p>(6) <del>Where a shareholder appoints more than one proxy, he shall specify the number of shares represented by each proxy in the proxy form.</del></p>

Original Articles	Articles After Amendments
	<p><u>(2) whether the proxy has the right to vote;</u></p> <p><u>(3) instruction(s) for voting for or against, or abstaining from voting on each resolution as stated in the agenda of the general meeting;</u></p> <p><u>(4) the date of issuance and expiry of the proxy form;</u></p> <p><u>(5) the signature (or seal) of the appointor. If the appointor is a corporate shareholder, the corporate seal shall be affixed.</u></p> <p><u>Such a form shall contain a statement that in the absence of specific instructions from the appointor, the proxy may vote as he thinks fit.</u></p>
<p><b>Article 27</b> Where the shareholders’ general meeting is attended in person, the shareholder should produce the identification proof. Where the shareholders’ general meeting is attended by proxy, the proxy shall produce the identification proof of his own and letter of authorization signed by the appointor or the legal representative. Where corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce the identification proof and the copy of the notarized certified resolutions of the board of directors or other authorities of the legal person appointing the said legal representative or other certified copy permitted by the Company.</p>	<p><b>Article 27 30</b> Where the shareholders attend a shareholders’ general meeting in person, <u>the shareholders shall produce their identity cards or other valid proofs or evidences of their identity, in the case of attendance by proxies, the proxies shall produce valid proofs of their identities and the instruments appointing the voting proxies.</u><del>the shareholder should produce the identification proof.</del> Where the shareholders’ general meeting is attended by proxy, the proxy shall produce <u>the identification proof of his own and letter of authorization signed by the appointor or the legal representative.</u></p> <p><u>For a corporate shareholder, its legal representative or the proxy appointed by its legal representative shall attend the meeting. A legal representative attending a meeting shall produce his/her identity card, and valid proof of his/her capacity as a legal representative. A proxy authorized by the legal representative to attend a meeting shall produce his/her identity card, and a written power of attorney duly issued by the legal representative of the corporate shareholder.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 28</b> The instrument appointing a voting proxy shall be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting.</p> <p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders’ general meeting of the Company as the appointor’s representative.</p> <p>Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any class meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized will be entitled to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>	<p><b>Article 28-31</b> <u>If the instrument appointing the voting proxy is signed by the agent on behalf of the shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting.</u> <del>The instrument appointing a voting proxy shall be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company’s domicile or at such other place as is specified in the notice convening the meeting.</del></p> <p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board of Directors or other governing body shall attend the shareholders’ general meeting of the Company as the appointor’s representative.</p>

Original Articles	Articles After Amendments
	<p>Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize one or more persons as it thinks fit to act as its representative(s) at any class meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized will be entitled to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>
<p>Newly added</p>	<p><b>Article 33</b> <u>All directors, supervisors and secretary to the Board shall attend the shareholders’ general meetings, and senior management officers shall be present at the meetings. The directors, supervisors and senior management of the Company may attend the shareholders’ general meeting through telephone or video conference and other electronic means, which are deemed as attendance in person.</u></p>
<p><b>Article 30</b> A shareholders’ general meeting shall be convened by the Board of Directors and presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>	<p><b>Article 3034</b> A shareholders’ general meeting shall be <del>convened by the Board of Directors and</del> presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his duties, the Board of Directors shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present may elect one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>

Original Articles	Articles After Amendments
<p><b>Article 31</b> If a shareholder requests to raise a question at the shareholders’ general meeting, he or she shall obtain permission from the chairman of the shareholders’ general meeting. Questions shall be addressed in the order of the questions raised (or in the order of the number of shares held by the shareholders or the appointors of proxies if questions are raised at the same time). Shareholders should begin their statements by reporting their names or the shareholders they represent and the amount of shares they hold. The chairman of the shareholders’ general meeting shall arrange the respond to shareholders’ questions at the shareholders’ general meeting depending on the situation.</p>	<p><b>Article <del>31-35</del></b> If a shareholder requests to raise a question at the shareholders’ general meeting, he or she shall obtain permission from the chairman of the shareholders’ general meeting. Questions shall be addressed in the order of the questions raised (or in the order of the number of shares held by the shareholders or the appointors of proxies if questions are raised at the same time). Shareholders should begin their statements by reporting their names or the shareholders they represent and the amount of shares they hold. The chairman of the shareholders’ general meeting shall arrange the respond to shareholders’ questions at the shareholders’ general meeting depending on the situation.</p> <p><u>The directors, supervisors and senior management shall answer and explain on any enquiries and proposals made by the shareholders at the shareholders’ general meeting, except any matters involving the trade secrets of the Company that cannot be disclosed.</u></p>
<p>Newly added</p>	<p><b>Article 36</b> <u>Minutes of a shareholders’ general meeting shall be prepared by the secretary to the Board of Directors. The convener shall ensure that the contents of the minutes are true, accurate and complete.</u></p>

Original Articles	Articles After Amendments
<p><b>Article 33</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <p>(1) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) plans formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;</p> <p>(4) the Company's annual financial budgets and final accounts, balance sheets, income statements and other financial statements;</p> <p>(5) matters other than those required by the laws, administrative regulations or the Articles of Association to be approved by special resolution.</p>	<p><b>Article 33-38</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <p>(1) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(2) any plans formulated by the Board of Directors for distribution of profits and for making up losses;</p> <p>(3) any appointment or removal of members of the Board of Directors and the Board of Supervisors (except for staff representative supervisors), and their remuneration and manner of payment thereof;</p> <p>(4) <u>the Company's annual financial budgets and final accounts</u>, <del>balance sheets, income statements and other financial statements</del>;</p> <p>(5) any matters other than those to be approved by special resolution as required by the laws, administrative regulations or the Articles of Association.</p>

Original Articles	Articles After Amendments
<p><b>Article 34</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <p>(1) increase in or reduction of the Company's share capital, and issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of corporate debentures of the Company;</p> <p>(3) demerger, merger, dissolution and liquidation of the Company, or change of the company form;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6) the share incentive plan to be considered and approved;</p> <p>(7) any other matters prescribed by the laws, administrative regulations, the Listing Rules, the Articles of Association, or the Rules, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution.</p>	<p><b>Article 34-39</b> The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting:</p> <p>(1) an increase in or a reduction of the Company's share capital, <del>and issue of shares of any class, warrants and other similar securities;</del></p> <p><del>(2) issue of corporate debentures of the Company;</del></p> <p>(3<del>2</del>) any demerger, <del>spin-off,</del> merger, dissolution and liquidation of the Company, <del>or change of the company form;</del></p> <p>(4<del>3</del>) amendment to the Articles of Association;</p> <p>(5<del>4</del>) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;</p> <p>(6<del>5</del>) the share incentive plan to be considered and approved;</p> <p>(7<del>6</del>) any other matters prescribed by the laws, administrative regulations, the Listing Rules, the Articles of Association, or the Rules, and those approved as an ordinary resolution at a shareholders' general meeting that may have material impact on the Company and are required to be approved by a special resolution.</p>

Original Articles	Articles After Amendments
<p><b>Article 35</b> Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one vote.</p> <p>Shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>Where any shareholder is, under the applicable laws and regulations and the HK Stock Exchange Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.</p>	<p><b>Article 35-40</b> Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one vote.</p> <p>Shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>Where any shareholder is, under the applicable laws and regulations and the <del>HK Stock Exchange</del> 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 such shareholders (or their proxies) in contravention of such requirement or restriction shall not be counted.</p>
Newly added	<p><b>Article 41</b> <u>When any matters pertaining to connected transactions are considered in a shareholders' general meeting, the connected shareholders shall abstain from voting, and the shares with voting rights held by them shall not be counted in the total number of valid votes.</u></p>
<p><b>Article 36</b> Except that proposals in relation to procedural and administrative matters of a shareholders' general meeting can be conducted by a show of hand as decided by the chairman of the meeting, all other matters shall be decided on by a poll.</p>	<p><b>Article 36-42</b> Voting at a shareholder's general meeting shall be taken by registered vote <del>open ballot</del>. <del>Except that proposals in relation to procedural and administrative matters of a shareholders' general meeting can be conducted by a show of hand as decided by the chairman of the meeting, all other matters shall be decided on by a poll.</del></p>



<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 37</b> A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution of that meeting.</p>	<p><b>Article <del>37-43</del></b> A <del>vote</del>poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A <del>vote</del>poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters. The results of the <del>vote</del>poll to be taken shall still be deemed to be a resolution of that meeting.</p>
<p><b>Article 39</b> In the case of an equality of votes, the chairman of the meeting shall have a casting vote.</p>	<p>Deleted</p>
<p><b>Article 40</b> All directors, supervisors and senior management officers shall attend the shareholders’ general meeting as non-voting participants if being requested. The Chairman of the Board of Directors shall attend the shareholders’ general meeting and invite the chairmen or members of committees of the Board of Directors to attend the annual shareholders’ general meeting. The directors, supervisors and senior management officers who attend the meeting or attend the meeting as non-voting participants shall make replies or explanation in respect of inquiries of shareholders at the shareholders’ general meeting, except for those matters in relation to business secrets of the Company which cannot be made public.</p> <p>The directors, supervisors and senior management of the Company may attend the shareholders’ general meeting through telephone or video conference and other electronic means, which are deemed as attendance in person.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 41</b> The chairman of the meeting shall determine whether a resolution at a shareholders' general meeting is passed based on the voting result. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of the meeting</p>	Deleted
<p><b>Article 42</b> At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:</p> <p>(1) shareholders individually or collectively holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company should be delivered to the Company at least 48 hours before the convening of the shareholders' general meeting.</p>	<p><b>Article <del>42-45</del></b> At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors (except for staff representative supervisors) are as follows:</p> <p>(1) <u>The list of candidates for directors and supervisors</u> <del>shareholders individually or collectively holding 3% or more of the total outstanding voting shares of the Company</del> may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal <del>put forward by shareholders to the Company</del> shall be served to the Company at least seven days before the convening of the shareholders' general meeting.</p>

Original Articles	Articles After Amendments
<p><b>Article 44</b> If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.</p>	<p><b>Article 44-47</b> <u>The chairman of the meeting shall announce the details and result of the voting of each resolution and announce whether a resolution has been passed or not based on the voting result.</u></p> <p>If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted immediately.</p>
<p><b>Article 46</b> Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 48 hours following the verification of his identity and receipt of reasonable charges.</p>	<p>Deleted</p>
<p><b>Chapter 7 Special Procedures for Voting by Class Shareholders</b></p>	<p>Deleted</p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 47</b> Shareholders holding different classes of shares are referred to as class shareholders.</p> <p>A class shareholder shall, in accordance with laws, administrative regulations and the Articles of Association the Company, enjoy rights and assume obligations.</p> <p>Save for shareholders of other classes, holders of domestic shares and holders of overseas-listed shares are deemed to be different classes of shareholders.</p> <p>Where the capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares. Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 48</b> Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders’ general meeting and by the affected class shareholders at a separate shareholders’ meeting convened.</p> <p>No approval by a shareholders’ general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and Listing Rules where the Company’s shares are listed, and those resulting from decisions made by domestic and foreign regulatory authorities.</p> <p>The transfer by the Company’s holders of all or part of domestic shares of the shares held thereby to overseas investors for listing overseas, or the conversion of all or part of domestic shares into overseas-listed shares for listing and trading on overseas stock exchange(s), shall not be deemed as the Company’s intention to vary or abrogate the rights of class shareholders.</p>	<p>Deleted</p>

Original Articles	Articles After Amendments
<p><b>Article 49</b> The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class, unless otherwise provided in the laws, administrative regulations and the Articles of Association:</p> <p>(1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting right or right to dividends or other privileges equal or superior to the shares of such class;</p> <p>(2) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class;</p> <p>(3) to remove or reduce the rights in respect of accrued dividends or the cumulative dividends attached to shares of such class;</p> <p>(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</p> <p>(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;</p> <p>(6) to remove or reduce rights to receive payables from the Company in a particular currency attached to shares of such class;</p> <p>(7) to create a new class of shares with voting right, right to dividends or other privileges equal or superior to those of the shares of such class;</p>	Deleted

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>(8) to restrict the transfer or ownership of shares of such class or to impose additional restrictions thereto;</p> <p>(9) to grant the right to subscribe for, or convert into, shares of such or another class;</p> <p>(10) to increase the rights or privileges of shares of another class;</p> <p>(11) to restructure the Company where the proposed restructuring scheme will result in the holders of different classes of shares bearing a disproportionate burden of obligations of such restructuring; and</p> <p>(12) to vary or abrogate any provision of this Chapter.</p>	
<p><b>Article 50</b> Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meeting in respect of matters concerning subparagraphs (2) to (8), (11) and (12) of Article 48, but interested shareholder(s) shall not be entitled to vote at class meeting.</p> <p>The meaning of “interested shareholder(s)” as mentioned in the preceding paragraph is:</p> <p>(1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on the HK Stock Exchange under the Articles of Association, a “controlling shareholder” within the meaning of Article 58 of the Articles of Association;</p>	Deleted

Original Articles	Articles After Amendments
<p>(2) in the case of a repurchase of shares by the Company outside the HK Stock Exchange by way of agreement under the Articles of Association, a shareholder who is related to the agreement; and</p> <p>(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on other shareholders of that class or who has an interest different from those of other shareholders of that class.</p>	
<p><b>Article 51</b> Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights according to the previous Article.</p>	Deleted
<p><b>Article 52</b> In the event that the Company convenes a class meeting, the notification period for all shareholders for issuing a written notice shall be the same as that for issuing a written notice of a meeting to be convened together with the class meeting. The written notice shall inform shareholders of the class whose names appear on the register of shareholders of the matters proposed to be considered and the date and place of the meeting. When calculating the notification period, the date of meeting shall not be included.</p>	Deleted
<p><b>Article 53</b> The notice of the class meeting shall only be served on shareholders entitled to vote thereat.</p> <p>Unless otherwise provided in the Rules, a class meeting shall be conducted under procedures as similar as possible to a shareholders' general meeting. The provisions of the Articles of Associations which relate to the conduct of any shareholders' general meetings shall apply to any class meeting.</p>	Deleted



<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 54</b> The voting by holders of different classes of shares is not applicable in the following situations:</p> <p>(1) where the Company issues, upon the approval by a special resolution of its shareholders in shareholders' general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed shares;</p> <p>(2) where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is implemented within 15 months from the date of approval by the securities authority of the State Council.</p> <p>(3) where holders of domestic shares of the Company transfer the shares held by them to overseas investors or convert domestic shares into overseas-listed shares, and such transferred shares are listed or traded overseas, upon the approval of the securities regulatory authority of the State Council.</p> <p>For the purposes of this chapter, domestic shares do not include overseas-listed shares.</p>	Deleted

Original Articles	Articles After Amendments
<p><b>Article 2</b> The Board of Directors shall comprise 5 to 19 directors. The number of independent directors, at all times, shall not be less than 3 and shall represent more than one third of the Board of Directors. Independent directors shall meet the requirements of the rules of the stock exchange(s) on which the shares of the Company are listed.</p>	<p><b>Article 2</b> The Board of Directors shall comprise 5 to 19 directors. The number of independent directors, at all times, shall not be less than 3 and shall represent more than one third of the Board of Directors. Independent directors shall meet the requirements of the rules of the stock exchange(s) on which the shares of the Company are listed.</p> <p><u>The Board of Directors shall have one chairman. The chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman shall be 3 years and upon re-election.</u></p>
<p><b>Article 3</b> Directors shall be elected or replaced at the shareholders’ general meeting to hold for a term of 3 years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and re-appointment.</p> <p>The Board of Directors shall have one chairman. The chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman shall be 3 years and is renewable upon re-election.</p> <p>A director is not required to hold any shares in the Company.</p>	<p><b>Article 3</b> Directors shall be elected or replaced at the shareholders’ general meeting. <u>Directors shall hold office for a term of 3 years, and shall be eligible to offer themselves for re-election and re-appointment upon the expiration of the term of office.</u></p> <p><del>The Board of Directors shall have one chairman. The chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman shall be 3 years and is renewable upon re-election.</del></p> <p><del>A director is not required to hold any shares in the Company.</del></p>

Original Articles	Articles After Amendments
<p><b>Article 4</b> The Company shall have independent directors. Except as otherwise provided in this section, the provisions relating to the qualifications and obligations of directors in Chapter 14 of the Article of Association shall apply to independent directors. At least one independent director of the Company shall be an accounting professional. Independent directors shall carry out their duties honestly and faithfully, safeguard the Company’s interest and in particular prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders.</p>	<p><b>Article 4</b> The Company shall have independent directors. Except as otherwise provided in this chapter, the provisions relating to the qualifications and obligations of directors in <del>Chapter 14</del> of the Article of Association shall apply to independent directors. At least one independent director of the Company shall be an accounting professional. Independent directors shall carry out their duties honestly and faithfully, safeguard the Company’s interest and in particular prevent the legal rights and interests of public shareholders from encroachment, in order to ensure the sufficient representation of the interests of all shareholders.</p>
<p><b>Article 6</b> A senior management officer may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management officers shall not exceed one half of the total number of directors of the Company.</p>	<p><b>Article 6</b> A senior management officer may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as <u>senior management officers</u> <del>chief executive officer or other senior management officers, or concurrently are and the employee representatives</del> <u>directors being staff representatives</u> shall not exceed one half of the total number of directors of the Company.</p>

Original Articles	Articles After Amendments
<p><b>Article 7</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(1) to convene the shareholders' general meeting, to propose at the shareholders' general meeting to pass the relevant matters and report its work to the shareholders' general meeting;</p> <p>(2) to implement the resolutions of the shareholders' general meeting;</p> <p>(3) to decide on the Company's mid-to-long-term business development strategies;</p> <p>(4) to decide on the Company's business plans and investment plans;</p> <p>(5) to formulate the Company's annual financial budgets and final accounts;</p> <p>(6) to formulate the Company's profit distribution plan and plan for recovery of losses;</p> <p>(7) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue of corporate debentures or other securities and listing;</p> <p>(8) to formulate proposals for material asset acquisition or disposal, repurchase of the Company's shares, and merger, demerger, dissolution or change of corporate form of the Company;</p> <p>(9) to formulate proposals for the repurchase of the Company's shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article 27 of the Articles of Association;</p>	<p><b>Article 7</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(1) to convene the shareholders' general meeting, <del>to propose at the shareholders' general meeting to pass the relevant matters</del> and report its work to the shareholders' general meeting;</p> <p>(2) to implement the resolutions of the shareholders' general meeting;</p> <p>(3) to decide on the Company's mid-to-long-term business development strategies;</p> <p>(4) to decide on the Company's business plans and investment plans;</p> <p>(5) to formulate the Company's annual financial budgets and final accounts;</p> <p>(6) to formulate the Company's profit distribution plan and plan for recovery of losses;</p> <p>(7) to formulate proposals for increases or reductions of the Company's registered capital and proposals for the issue of corporate debentures or other securities and listing;</p> <p>(8) to formulate proposals for material asset acquisition or disposal, <del>repurchase of the Company's shares,</del> and merger, demerger, dissolution or change of corporate form of the Company;</p> <p>(9) to formulate proposals for the repurchase of the Company's shares by reason of those circumstances stipulated in subparagraphs (1) and (2) of Article <del>27</del><u>25</u> of the Articles of Association;</p>

Original Articles	Articles After Amendments
(10) to resolve on the repurchase of the Company's shares by reason of those circumstances stipulated in subparagraph (3), (5) or (6) of Article 27 of the Articles of Association;	(10) to resolve on the repurchase of the Company's shares by reason of those circumstances stipulated in subparagraph (3), (5) or (6) of Article <u>27</u> <del>25</del> of the Articles of Association;
(11) to decide on the establishment of the Company's internal management structure;	(11) to decide on the establishment of the Company's internal management structure;
(12) to appoint or dismiss the Company's chief executive officer; and to appoint or dismiss other senior management officers, such as the executive vice president, the senior vice president and the person in charge of finance of the Company pursuant to the nominations of the chief executive officer; to appoint or dismiss core management officers as the Board of Directors sees fit;	(12) to <u>decide on the to-appointment or dismissal of the</u> Company's chief executive officer, <u>secretary to the Board of Directors and other senior management officers</u> ; and to appoint or dismiss <del>other</del> senior management officers, such as the executive vice president, the senior vice president and the person in charge of finance of the Company pursuant to the nominations of the chief executive officer; to appoint or dismiss core management officers as the Board of Directors sees fit;
(13) to decide on the matters relating to the remuneration of the aforesaid senior management officers;	(13) to decide on the matters relating to the <u>remuneration and rewards and punishments</u>
(14) to formulate the Company's basic management system;	<del>remuneration</del> of the aforesaid senior management officers;
(15) to formulate proposals for amendment to the Articles of Association;	(14) to formulate the Company's basic management system;
	(15) to formulate proposals for amendment to the Articles of Association;

Original Articles	Articles After Amendments
<p>(16) to decide on matters such as investments, acquisition and disposal of assets, financing and connected transactions, etc. which require decisions to be made by the Board of Directors in accordance with the requirements of the HK Stock Exchange Listing Rules;</p> <p>(17) to manage matters in relation to the disclosure of information on the Company in accordance with the laws, regulations, the HK Stock Exchange Listing Rules and the internal rules of the Company;</p> <p>(18) to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p>(19) to the extent permitted by relevant laws and regulations and the Listing Rules of the HK Stock Exchange, to authorize the chairman of the Board of Directors to consider and decide on key matters relating to the operation and management of the Company;</p> <p>(20) to exercise other functions and powers conferred by the laws and regulations, the HK Stock Exchange Listing Rules, the Articles of Association or the shareholders' general meetings;</p> <p>Except for the matters specified in subparagraphs (7), (8) and (15) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of all directors.</p>	<p><del>(16) to decide on matters such as investments, acquisition and disposal of assets, financing and connected transactions, etc. which require decisions to be made by the Board of Directors in accordance with the requirements of the HK Stock Exchange Listing Rules;</del> <u>to decide on matters such as external investment, acquisition and disposal of assets, pledge of asset, external guarantee, entrusted financial management, connected transactions, and donations, subject to the provisions of the HK Stock Exchange Listing Rules or the authority granted by the shareholders' general meeting;</u></p> <p>(17) to manage matters in relation to the disclosure of information on the Company in accordance with the laws, regulations, the HK Stock Exchange Listing Rules and the internal rules of the Company;</p> <p>(18) to decide on other major affairs of the Company, save for matters to be resolved at shareholders' general meetings as required by the Company Law and the Articles of Association;</p> <p>(19) to the extent permitted by relevant laws and regulations and the Listing Rules of the HK Stock Exchange, to authorize the chairman of the Board of Directors to consider and decide on key matters relating to the operation and management of the Company;</p> <p><u>(20) to seek approval from the shareholders' general meeting for the engagement or replacement of the accounting firm that provides audit services to the Company;</u></p>

Original Articles	Articles After Amendments
	<p><u>(21) to listen to the work report of the chief executive officer of the Company and review the work that the chief executive officer performs;</u></p> <p><del>(2022)</del> to exercise other functions and powers conferred by the laws and regulations, the HK Stock Exchange Listing Rules, the Articles of Association or the shareholders' general meetings;</p> <p>Except for the matters specified in subparagraphs (7), (8) and (15) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of all directors.</p> <p><u>Resolutions in respect of connected transactions made by the Board of Directors shall not come into force unless it is signed by independent directors.</u></p> <p><u>Any matter beyond the authority that the shareholders' general meeting grants shall be submitted to the shareholders' general meeting for consideration.</u></p> <p><u>The Board of Directors shall make explanations to the shareholders' general meeting on the modified audit opinions issued by the certified public accountants on the Company's financial reports.</u></p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 8</b> The Board of Directors shall not, without the approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the fixed assets of the Company proposed to be disposed of and where any fixed assets of the Company have been disposed of in the period of four months preceding the proposed disposition, the amount or value of the consideration for any such disposition, exceeds 33% of the value of the Company’s fixed assets as shown in the last balance sheet tabled before the shareholders in a general meeting.</p> <p>For the purposes of this Article, disposition of fixed assets includes an act involving a transfer of an interest in certain assets other than providing security by fixed assets.</p> <p>The validity of a transaction for the disposition of fixed assets by the Company shall not be affected by a breach of paragraph 1 of this Article.</p>	Deleted



Original Articles	Articles After Amendments
<p><b>Article 17</b> Under any of the following circumstances, an extraordinary meeting of the Board of Directors shall be held and presided by the chairman within five days upon receipt of proposal:</p> <p>(1) when proposed by the shareholders representing one tenth or more of voting rights;</p> <p>(2) when proposed jointly by one-thirds or more of the directors;</p> <p>(3) when proposed by the chairman of the Board of Directors;</p> <p>(4) when proposed by two or more independent directors;</p> <p>(5) when proposed by the Board of Supervisors;</p> <p>(6) when proposed by the chief executive officer.</p>	<p><b>Article <del>17</del><u>16</u></b> Under any of the following circumstances, an extraordinary meeting of the Board of Directors shall be held and presided by the chairman within <del>ten</del><u>five</u> days upon receipt of proposal:</p> <p>(1) when proposed by the shareholders representing one tenth or more of voting rights;</p> <p>(2) when proposed jointly by one-third or more of the directors;</p> <p>(3) when proposed by the chairman of the Board of Directors;</p> <p>(4) when proposed by two or more independent directors;</p> <p>(5) when proposed by the Board of Supervisors;</p> <p>(6) when proposed by the chief executive officer.</p>
<p><b>Article 32</b> The Board of Directors shall keep minutes of resolutions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the motion during the voting as recorded in the minutes shall be exempted from such liability.</p>	<p><b>Article <del>32</del><u>31</u></b> The Board of Directors shall keep minutes of resolutions on matters discussed at meetings. The attending directors and the minutes taker shall sign on the minutes of such meeting. Directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates laws, administrative regulations or the Articles of Association, thus causes the Company to suffer any material loss, the directors participating in the resolution are liable to compensate to the Company. However, directors who have proved to have cast a dissenting vote against the resolution during the voting as recorded in the minutes shall be exempted from such liability.</p> <p><u>The minutes of the board meeting shall be kept as corporate records for a period of no less than ten years.</u></p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p><b>Article 7</b> The Board of Supervisors shall exercise the following functions and powers:</p> <p>(1) to monitor any acts of directors and senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders’ general meetings;</p> <p>(2) to demand rectification from a director and other senior management officers when the acts of such persons prejudice the Company’s interest;</p> <p>(3) to examine the Company’s financial affairs;</p> <p>(4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board of Directors to the Shareholders’ general meetings; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;</p>	<p><b>Article 7</b> The Board of Supervisors shall exercise the following functions and powers:</p> <p>(1) to monitor any acts of directors and senior management officers in their performance of duties that violate the laws, administrative regulations and the Articles of Association, and to propose dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or any resolutions of shareholders’ general meetings;</p> <p>(2) to demand rectification from the director(s) and senior management officer(s) when the acts of such person(s) prejudice the Company’s interest;</p> <p>(3) to examine the Company’s financial affairs;</p> <p>(4) to review financial information such as the financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the shareholders’ general meetings; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;</p>

Original Articles	Articles After Amendments
<p>(5) to propose to convene an extraordinary general meeting; and to convene and chair the shareholders’ general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the shareholders’ general meeting;</p>	<p>(5) to propose to convene an extraordinary general meeting; and to convene and chair the shareholders’ general meeting in case the Board of Directors fails to fulfill the obligations prescribed by the Company Law to convene and chair the shareholders’ general meeting;</p>
<p>(6) to submit proposals to the shareholders’ general meeting;</p>	<p>(6) to submit proposals to the shareholders’ general meeting;</p>
<p>(7) to propose to convene an extraordinary meeting of the Board of Directors;</p>	<p>(7) to propose to convene an extraordinary meeting of the Board of Directors;</p>
<p>(8) to institute a suit to the directors or senior management officers according to Article 151 of the Company Law;</p>	<p>(8) to institute a suit to the directors or senior management officers in accordance with Article 151 of the Company Law;</p>
<p>(9) to exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.</p>	<p>(9) <u>to conduct an investigation if there are any unusual operation of the Company identified, and, when necessary, to engage a professional firm, such as an accountants firm or a lawyers firm, to assist in such investigation at the expense of the Company;</u></p> <p>(<del>9</del>10) to exercise other functions and powers specified in the laws, administrative regulations and the Articles of Association.</p>

<b>Original Articles</b>	<b>Articles After Amendments</b>
<p>Supervisors shall attend the board meeting as non-voting participants. In case that the Board of Supervisors discovers any unusual operation of the Company, the Board of Supervisors may investigate it and, when necessary, may engage professionals, such as lawyers and accounting firms, to assist in the work. Any reasonable expenses incurred thereby shall be borne by the Company.</p>	<p>Supervisors may attend the board meeting <del>as non-voting participants.</del> In case that the Board of Supervisors discovers any unusual operation of the Company, the Board of Supervisors may investigate it and, when necessary, may engage professionals, such as lawyers and accounting firms, to assist in the work. Any reasonable expenses incurred thereby shall be borne by the Company.</p>

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in relation to granting of the H Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares of the Company was 2,356,230,900 comprising 1,271,853,990 H Shares of RMB1.00 each and 1,084,376,910 Domestic Shares of RMB1.00 each.

Subject to the passing of the proposed resolution in respect of the granting of the H Share Repurchase Mandate, and assuming that no further Shares are issued between the Latest Practicable Date and prior to the 2023 AGM, the H Share Class Meeting and the Domestic Share Class Meeting, the Company will be allowed under the H Share Repurchase Mandates to repurchase a maximum of 63,592,699 H Shares (representing approximately 5% of the number of H Shares in issue and approximately 2.7% of the number of total Shares in issue).

### **2. REASONS FOR THE H SHARE REPURCHASE**

The Directors believe that the grant of H Share Repurchase Mandate allows flexibility to the Company to repurchase Shares based on the market changes and actual need. The Board will, pursuant to the H Share Repurchase Mandate, consider the actual situations of the Company and changes in market, and will notify the creditors of the Company, issue announcements and convene meetings of bondholders in accordance with the provisions of the Company Law, relevant laws and regulations and the Articles of Association. H Shares will be repurchased after relevant approvals are obtained. The Directors will only repurchase H shares when they believe that the repurchase of Shares will benefit the Company and its Shareholders.

### **3. EXERCISE OF THE H SHARE REPURCHASE MANDATE**

Subject to the passing of the special resolution in relation to the grant of the H Share Repurchase Mandate to the Board to be proposed at the 2023 AGM, the H Share Class Meeting and the Domestic Share Class Meeting respectively, the Board will be granted the H Share Repurchase Mandate until the earlier of (a) the conclusion of the next annual general meeting of the Company, or (b) the date on which the authority set out in the relevant special resolution is revoked or varied by passing a special resolution at a general meeting, H Share Class Meeting and the Domestic Share Class Meeting (the “Relevant Period”). In addition, the exercise of the H Share Repurchase Mandate shall be subject to the approval of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable).

#### 4. FUNDING OF THE H SHARE REPURCHASE

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange as amended from time to time.

There may be material adverse impacts on the working capital or gearing ratio of the Company as compared with the positions disclosed in the audited consolidated accounts contained in the annual report of the Company for the year ended December 31, 2023 in the event that the repurchase of H Shares is to be carried out in full at any time during the Relevant Period. However, the Directors do not recommend an excessive exercise of the H Share Repurchase Mandate that would materially and adversely affect the Company's working capital requirements or gearing ratio that the Directors deem appropriate from time to time.

#### 5. H SHARES PRICES

The highest and lowest traded prices for the H Shares on the Hong Kong Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	<b>H Shares</b>	
	<b>Highest</b> <i>HKD</i>	<b>Lowest</b> <i>HKD</i>
<b>2023</b>		
April	8.91	7.92
May	8.52	7.48
June	7.96	6.80
July	8.38	6.97
August	8.32	6.84
September	7.81	6.88
October	7.45	6.64
November	7.19	6.60
December	7.48	6.40
<b>2024</b>		
January	7.38	6.19
February	6.90	5.93
March	6.98	5.89
April	6.03	5.13
May (up to and including the Latest Practicable Date)	6.83	5.47

**6. GENERAL INFORMATION**

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the H Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

None of the Directors, to the best of their knowledge upon having made all reasonable enquiries, nor their close associates (as defined in the Listing Rules), has any present intention to sell any H Shares to the Company or its subsidiaries under the H Share Repurchase Mandate if such resolution is approved by the Shareholders.

No other core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell H Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the H Share Repurchase Mandate is approved by the Shareholders.

To the best of their knowledge and belief, the Directors confirm that there are no unusual features in the Explanatory Statement and the proposed repurchase of Shares under the Repurchase Mandate.

**7. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase H Shares pursuant to the H Share Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

CAS Holdings holds 684,376,910 Domestic Shares, representing approximately 29.04% of the total number of issued Shares of the Company. Based on this shareholding, and assuming that the Directors fully exercise the powers to repurchase H Shares under the H Share Repurchase Mandate, the shareholding of CAS Holdings will increase to approximately 29.85% of the total number of issued Shares of the Company. This increase will not trigger its obligations to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware that any repurchase made under the H Share Repurchase Mandate may give rise to any consequences that must be assumed under either/or both the Takeovers Code and any similar applicable law. The Directors do not consider that the increase will cause the number of Shares held by the public decrease to the relevant specified minimum percentage required by the Hong Kong Stock Exchange.

**8. H SHARES REPURCHASED BY THE COMPANY**

The Company had not repurchased any Shares on the Hong Kong Stock Exchange, or otherwise, during the six months immediately prior to the Latest Practicable Date.

**9. STATUS OF THE H SHARES REPURCHASED**

The Company may cancel these repurchased shares or hold them as the Treasury Shares based on the market conditions at the time of the repurchase and the Group's capital management needs.

For any Treasury Shares deposited in CCASS pending re-sale on the Hong Kong Stock Exchange, the Company will, upon completion of the share repurchase, give express written instructions to its share registrar and relevant brokers to update the relevant records so as to clearly identify such repurchased shares held in CCASS as the Treasury Shares.



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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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联想控股股份有限公司  
Legend Holdings Corporation

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

(Stock Code: 03396)

### NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 annual general meeting (the “2023 AGM”) of Legend Holdings Corporation (the “Company”) will be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) on Thursday, June 27, 2024 at 2:00 p.m. for the consideration and, if thought fit, the passing (with or without amendments or supplements) of the following resolutions (unless the context requires otherwise, the capitalised terms and expressions used in this notice shall have the same meanings ascribed to them in the circular of the Company dated May 31, 2024):

#### ORDINARY RESOLUTIONS

1. To consider and approve the Directors’ report of the Company for the year ended December 31, 2023 (details of which are set out in the 2023 annual report of the Company).
2. To consider and approve the Supervisors’ report of the Company for the year ended December 31, 2023 (details of which are set out in the 2023 annual report of the Company).
3. To consider and approve the audited financial statements and independent auditor’s report of the Company and its subsidiaries for the year ended December 31, 2023 (details of which are set out in the 2023 annual report of the Company).
4. To consider and approve the profit distribution plan of the Company for the year ended December 31, 2023 (i.e. no dividend being proposed) (details of which are set out in the circular of the Company dated May 31, 2024).

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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5. To consider and approve the resolutions in respect of the election of the fourth session of the Board of the Company:
  - 5.1) the re-election of Mr. NING Min as an Executive Director
  - 5.2) the re-election of Mr. LI Peng as an Executive Director
  - 5.3) the re-election of Mr. ZHU Linan as a Non-executive Director
  - 5.4) the re-election of Mr. ZHAO John Huan as a Non-executive Director
  - 5.5) the election of Ms. CHEN Jing as a Non-executive Director
  - 5.6) the election of Ms. YANG Hongmei as a Non-executive Director
  - 5.7) the re-election of Ms. HAO Quan as an Independent Non-executive Director
  - 5.8) the re-election of Mr. YIN Jian'an as an Independent Non-executive Director
  - 5.9) the election of Mr. YUAN Li as an Independent Non-executive Director
6. To consider and approve the resolutions in respect of the election of the fourth session of the Board of Supervisors of the Company (excluding staff representative Supervisors):
  - 6.1) the re-election of Mr. LUO Cheng as the Shareholder representative Supervisor
  - 6.2) the election of Ms. PEI Xiaofeng as the Shareholder representative Supervisor
7. To consider and approve the granting of authority to the Board to determine the remuneration for the Directors of the fourth session of the Board and the Supervisors of the fourth session of the Board of Supervisors of the Company.
8. To consider and approve the re-appointment of PricewaterhouseCoopers as the independent auditor of the Company for the year 2024 to hold office until the conclusion of the 2024 annual general meeting of the Company and to authorize the Board to determine its remuneration.

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

9. To consider and approve the Proposed Amendments to the Articles of Association (details of which are set out in the circular of the Company dated May 31, 2024).
10. To consider and approve the Proposed Amendments to the rules of procedure of the Shareholders' General Meetings (details of which are set out in the circular of the Company dated May 31, 2024).
11. To consider and approve the Proposed Amendments to the rules of procedure of the Board of Directors (details of which are set out in the circular of the Company dated May 31, 2024).
12. To consider and approve the Proposed Amendments to the rules of procedure of the Board of Supervisors (details of which are set out in the circular of the Company dated May 31, 2024).
13. To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue the Shares of the Company (including any sale and transfer as the Treasury Shares), (a) 20% of each of the Domestic Shares and H Shares in issue of the Company as at the date of the passing of this resolution and (b) subject to the Proposed Amendments to the Articles of Association becoming effective, 20% of the total number of issued Shares of the Company as at the date of the passing of this resolution (details of which are set out in the circular of the Company dated May 31, 2024).
14. To consider and approve the resolution in relation to the grant of a general mandate to the Board to repurchase H Shares of the Company (details of which are set out in the circular of the Company dated May 31, 2024).

By the order of the Board  
**Legend Holdings Corporation**  
**NING Min**  
*Chairman*

May 31, 2024

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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*Notes:*

1. Please refer to the circular of the Company dated May 31, 2024 and 2023 annual report which have been published on the website of the Company at [www.legendholdings.com.cn](http://www.legendholdings.com.cn) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for details of the proposed resolutions to be passed at the 2023 AGM.
2. In order to determine the Shareholders entitled to attend and vote at the 2023 AGM, the register of members of H Shares will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024 (both days inclusive), during which time no transfer of the H Shares will be registered. Accordingly, unregistered H Shareholders of the Company shall lodge relevant share transfer documents with the Company's H share registrar, Link Market Services not later than 4:30 p.m. on Friday, June 21, 2024.
3. A Shareholder entitled to attend and vote at the 2023 AGM may appoint one or more proxies (whether he/she is a Shareholder or not) to attend and vote at the 2023 AGM on his or her behalf. The Company has the rights to request a Shareholder or a proxy who attends the 2023 AGM on behalf of a Shareholder to produce proof of identity. For the avoidance of doubt, the holders of the Treasury Shares of the Company, if any, are not entitled to vote at the 2023 AGM.
4. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or attorney duly authorized. If one or more proxies be appointed, please specify the number of Shares and its class each proxy represents.
5. To be valid, the form of proxy must be lodged with the Company's H share registrar Link Market Services (for H Shareholders) or the Company (for Domestic Shareholders) not less than 24 hours prior to the holding of the 2023 AGM. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or at any other adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The address of the Company's H share registrar Link Market Services is Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong.
7. The address of the Company is B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing 100190, the PRC.

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## NOTICE OF 2024 FIRST H SHARE CLASS MEETING

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**联想控股股份有限公司**  
**Legend Holdings Corporation**

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

**(Stock Code: 03396)**

### NOTICE OF 2024 FIRST H SHARE CLASS MEETING

Notice is hereby given that the 2024 first class meeting of H Shareholders (the “H Share Class Meeting”) of Legend Holdings Corporation (the “Company”) will be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) on Thursday, June 27, 2024 at 2:00 p.m. or immediately following the conclusion of the 2023 annual general meeting or any adjournment thereof for the consideration and, if thought fit, the passing (with or without amendments or supplements) of the following special resolutions (unless the context requires otherwise, the capitalised terms and expressions used in this notice shall have the same meanings ascribed to them in the circular of the Company dated May 31, 2024):

#### SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Amendments to the Articles of Association (details of which are set out in the circular of the Company dated May 31, 2024).
2. To consider and approve the Proposed Amendments to the rules of procedure of the Shareholders’ General Meetings (details of which are set out in the circular of the Company dated May 31, 2024).
3. To consider and approve the resolution in relation to the grant of a general mandate to the Board to repurchase H Shares of the Company (details of which are set out in the circular of the Company dated May 31, 2024).

By the order of the Board  
**Legend Holdings Corporation**  
**NING Min**  
*Chairman*

May 31, 2024

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## NOTICE OF 2024 FIRST H SHARE CLASS MEETING

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*Notes:*

1. Please refer to the circular of the Company dated May 31, 2024 which has been published on the website of the Company at [www.legendholdings.com.cn](http://www.legendholdings.com.cn) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for details of the proposed resolutions to be passed at the H Share Class Meeting.
2. In order to determine the H Shareholders entitled to attend and vote at the H Share Class Meeting, the register of members of H Shares will be closed from Monday, June 24, 2024 to Thursday, June 27, 2024 (both days inclusive), during which time no transfer of the H Shares will be registered. Accordingly, unregistered H Shareholders of the Company shall lodge relevant share transfer documents with the Company's H share registrar, Link Market Services not later than 4:30 p.m. on Friday, June 21, 2024.
3. A H Shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies (whether he/she is a H Shareholder or not) to attend and vote at the H Share Class Meeting on his or her behalf. The Company has the rights to request a H Shareholder or a proxy who attends the H Share Class Meeting on behalf of a H Shareholder to produce proof of identity. For the avoidance of doubt, the holders of the Treasury Shares of the Company, if any, are not entitled to vote at the H Share Class Meeting.
4. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or attorney duly authorized. If one or more proxies be appointed, please specify the number of H Shares each proxy represents.
5. To be valid, the form of proxy must be lodged with the Company's H share registrar Link Market Services not less than 24 hours prior to the holding of the H Share Class Meeting. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the H Share Class Meeting or at any other adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The address of the Company's H share registrar Link Market Services is Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong.

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## NOTICE OF 2024 FIRST DOMESTIC SHARE CLASS MEETING

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联想控股股份有限公司  
Legend Holdings Corporation

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

(Stock Code: 03396)

### NOTICE OF 2024 FIRST DOMESTIC SHARE CLASS MEETING

Notice is hereby given that the 2024 first class meeting of Domestic Shareholders (the “Domestic Share Class Meeting”) of Legend Holdings Corporation (the “Company”) will be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) on Thursday, June 27, 2024 at 2:00 p.m. or immediately following the conclusion of the 2024 first H Share Class Meeting or any adjournment thereof for the consideration and, if thought fit, the passing (with or without amendments or supplements) of the following special resolutions (unless the context requires otherwise, the capitalised terms and expressions used in this notice shall have the same meanings ascribed to them in the circular of the Company dated May 31, 2024):

#### SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Amendments to the Articles of Association (details of which are set out in the circular of the Company dated May 31, 2024).
2. To consider and approve the Proposed Amendments to the rules of procedure of the Shareholders’ General Meetings (details of which are set out in the circular of the Company dated May 31, 2024).
3. To consider and approve the resolution in relation to the grant of a general mandate to the Board to repurchase H Shares of the Company (details of which are set out in the circular of the Company dated May 31, 2024).

By the order of the Board  
**Legend Holdings Corporation**  
**NING Min**  
*Chairman*

May 31, 2024

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## NOTICE OF 2024 FIRST DOMESTIC SHARE CLASS MEETING

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*Notes:*

1. Please refer to the circular of the Company dated May 31, 2024 which has been published on the website of the Company at [www.legendholdings.com.cn](http://www.legendholdings.com.cn) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for details of the proposed resolutions to be passed at the Domestic Share Class Meeting.
2. A Domestic Shareholder entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies (whether he/she is a Domestic Shareholder) to attend and vote at the Domestic Share Class Meeting on his or her behalf. The Company has the rights to request a Domestic Shareholder or a proxy who attends the Domestic Share Class Meeting on behalf of a Domestic Shareholder to produce proof of identity.
3. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or attorney duly authorized. If one or more proxies be appointed, please specify the number of Domestic Shares each proxy represents. For the avoidance of doubt, the holders of the Treasury Shares of the Company, if any, are not entitled to vote at the Domestic Share Class Meeting.
4. To be valid, the form of proxy must be lodged with the Company not less than 24 hours prior to the holding of the Domestic Share Class Meeting. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Domestic Share Class Meeting or at any other adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The address of the Company is B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing 100190, the PRC.