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YUNNAN WATER

雲南水務投資股份有限公司
Yunnan Water Investment Co., Limited*

(a joint stock limited liability company incorporated in the People's Republic of China)
(Stock code: 6839)

- (I) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
**(II) PROPOSED AMENDMENTS TO RULES AND PROCEDURES FOR
GENERAL MEETINGS;**
**(III) RESIGNATION OF EXECUTIVE DIRECTOR AND
AUTHORIZED REPRESENTATIVE;**
**(IV) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;
AND**
(V) PROPOSED APPOINTMENTS OF AUDITORS FOR THE YEAR 2024

This announcement is made by Yunnan Water Investment Co., Limited (the “**Company**”) pursuant to Rules 13.51(1), (2) and (4) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

(I) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Due to the operational and strategic development needs of the Company, and in order to further improve the governance structure of the Company and comply with regulatory requirements in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Listing Rules and other applicable laws, regulations and normative documents, and taking into account the actual situation of the Company, the Board has proposed to make certain amendments to the articles of association of the Company (the “**Articles of Association**”) (the “**Proposed Amendments**”). Details of the Proposed Amendments are set out in Appendix I to this announcement.

The Board considers that the Proposed Amendments are in the interests of the Company and its Shareholders as a whole. The Proposed Amendments shall be subject to the approval by the Shareholders at the the forthcoming extraordinary general meeting (the “EGM”) by way of special resolutions and the obtaining of any required approval or endorsement from, or registration with, the relevant regulatory authorities. The special resolutions (among others) will be proposed at the Company’s EGM to be held for the Shareholders to consider and, if thought fit, approve the Proposed Amendments.

Upon the approval from the Shareholders of the relevant special resolutions at the EGM, the Proposed Amendments will be filed with the relevant PRC authorities and the Companies Registry in Hong Kong. The Proposed Amendments will take effect on the date of approval at the EGM.

Save for the Proposed Amendments, other sections and articles of the Articles of Association remain unchanged. Changes in section and article numbering of the Articles of Association as a result of the Proposed Amendments shall be adjusted accordingly.

The Proposed Amendments are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

(II) PROPOSED AMENDMENTS TO RULES AND PROCEDURES FOR GENERAL MEETINGS

To further clarify the terms of reference of the general meetings of the Company and to regulate its organization and actions, the Board has proposed to make certain amendments to the Rules and Procedures for General Meetings (the “**Procedural Amendments**”). Details of the Procedural Amendments are set out as in Appendix II to this announcement.

Subject to the approval of relevant ordinary resolutions by the Shareholders at the EGM, the Procedural Amendments shall come into force since the date of approval at the EGM.

Except the content of the Procedural Amendments, the content of other chapters and articles of the Rules and Procedures for General Meetings remain unchanged, and the relevant chapters and article numberings of the Rules and Procedures for General Meetings are adjusted accordingly as a result of the Procedural Amendments.

The Procedural Amendments are prepared in Chinese, and the English version is therefore a translation only. In the event any discrepancy between the English translation and the Chinese version of the Rules and Procedures for General Meetings, the Chinese version shall prevail.

(III) RESIGNATION OF EXECUTIVE DIRECTOR AND AUTHORIZED REPRESENTATIVE

The Board hereby announces that Mr. Zhou Zhimi (“**Mr. Zhou**”) submitted a resignation letter to the Board due to work adjustment reasons, to resign as an executive Director and the authorized representative of the Company with effect from the date of the EGM.

Mr. Zhou confirmed that he has no disagreement with the Board, and there were no other matters relating to his resignation that needed to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhou for his valuable contributions to the Company.

(IV) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board, after taking into consideration the recommendation from the nomination committee of the Board, proposes to nominate Ms. Wang Rui (“**Ms. Wang**”) to be an executive Director candidate of the fourth session of the Board with effect from the approval of her appointment as an executive Director by the Shareholders at the EGM. The biographical details of Ms. Wang are set out below:

Ms. Wang Rui, aged 48, is a member of the Chinese Communist Party. She obtained a bachelor’s degree in economics (majoring in money and banking) from Yunnan Finance and Trade College* (雲南財貿學院) in July 2000 and graduated from Xiamen University with a master’s degree in engineering specialising in software engineering in June 2013. She currently serves as the secretary of the Party Committee of Yunnan Water Investment Co., Limited*. Ms. Wang worked in Senior Sub-branch of Kunming Commercial Bank* (昆明市商業銀行老年支行) from February 2001 to March 2010. From March 2010 to January 2021, Ms. Wang held various positions at Fudian Bank Co., Ltd., including third-level risk manager of risk management headquarter, the risk supervisor of Kunming Guangfeng Sub-branch* (昆明廣豐支行), the deputy general manager of risk management headquarter, the office director of the approval committee, the secretary to branch committee of the Party and the president of Kunming Zhongshan Sub-branch*(昆明中山支行), the director of the Transport Finance Innovation Center* (交通金融創新中心) and the general manager of retail banking management department (customer rights protection department). Ms. Wang served as the general manager of the investment management center of Yunnan Health & Cultural Tourism Holding Group Co., Ltd. from January 2021 to March 2023 and has served as the secretary of the Party Committee of the Company since March 2023.

Save as disclosed above, Ms. Wang confirms that (i) she has not held any position in the Group or any other directorship in any other publicly listed companies in the past three years; (ii) she does not have any other major appointment and professional qualifications; (iii) she has no relationship with any directors, supervisors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) she does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The term of office of Ms. Wang shall commence upon the approval of her appointment by the Shareholders at the EGM and shall expire at the end of the fourth session of the Board. Subject to the approval of her appointment at the EGM, the Company will enter into a service contract with Ms. Wang. The remuneration of Ms. Wang will be determined by the Board and the remuneration committee of the Company with reference to her responsibilities, the Company's remuneration policies and the prevailing market conditions. Ms. Wang will be subject to retirement and re-election in accordance with the Articles of Association upon expiry of her term of office.

Save as disclosed above, there are no other matters relating to the proposed appointment of Ms. Wang which need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

(V) PROPOSED APPOINTMENTS OF AUDITORS FOR THE YEAR 2024

Moore CPA Limited (“**Moore**”) was appointed as the auditor of the Company for the year 2023 at the annual general meeting for the year 2023 held on 28 June 2023, and has held office until the conclusion of the annual general meeting for the year 2024 of the Company. Since the appointment process for the auditor for the year 2024 has not been completed, the Company has extended the service agreement with Moore to provide interim financial information review services for 2024. According to the results of engagement of auditors of the Company for the year 2024, the Board, upon the recommendation from the Audit Committee of the Company, has proposed to appoint Mazars Certified Public Accountants LLP (中審眾環會計師事務所(特殊普通合夥)) (“**Mazars**”) and Forvis Mazars CPA Limited (富睿瑪澤會計師事務所有限公司) (“**Forvis Mazars**”) as the PRC and international auditors of the Company for the year 2024 (“**2024 Auditors**”) respectively. Mazars and Forvis Mazars should hold office from the conclusion of the EGM until the conclusion of the annual general meeting for the year 2025 of the Company, with their service fee being RMB4.72 million (not including the interim review fee for the year 2024), subject to the approval of the Shareholders at the EGM and the completion of the engagement procedures by Forvis Mazars.

The Board would like to take the opportunity to express its sincere gratitude towards Moore for its services rendered to the Company in the past.

(VI) EGM

The Company will hold the EGM as soon as possible to seek the approval of the Shareholders for, among others, (i) the special resolution for the Proposed Amendments; (ii) the ordinary resolution for the Procedural Amendments; (iii) the ordinary resolution for the proposed appointment of executive Director; and (iv) the ordinary resolution for the proposed appointments of auditors for the year 2024. The voting at the EGM will be conducted by way of poll.

A circular containing, among others, (i) the Proposed Amendments; (ii) the Procedural Amendments; (iii) the proposed appointment of executive Director; and (iv) the proposed appointments of auditors for the year 2024, together with the notice convening the EGM, will be despatched to the Shareholders in due course in accordance with relevant requirements under the Listing Rules and the Articles of Association.

(VII) DEFINITIONS

Unless the context otherwise requires, the following expressions shall have the following meanings in this announcement:

“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Yunnan Water Investment Co., Limited* (雲南水務投資股份有限公司), a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	the issued ordinary shares at the nominal value of RMB1.00 per share in the share capital of the Company which are subscribed for and credited as paid up in RMB;
“EGM”	the extraordinary general meeting of the Company to be held to approve, among others, (i) the special resolution for the Proposed Amendments; (ii) the ordinary resolution for the Procedural Amendments ; (iii) the ordinary resolution for the proposed appointment of executive Director; and (iv) the ordinary resolution for the proposed appointments of auditors for the year 2024;
“Group”	the Company and its subsidiaries;

“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“H Share(s)”	the overseas listed foreign-invested ordinary shares of the Company with a nominal value of RMB1.00 per share in the share capital of the Company, which are listed on the Main Board of the Stock Exchange (stock code: 6839) and subscribed for and traded in Hong Kong dollars;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“Rules and Procedures for General Meetings”	the rules and procedures governing the general meetings of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the Domestic Share(s) and/or the H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

By order of the Board
Yunnan Water Investment Co., Limited*
Mei Wei
Chairman

Kunming, the PRC
6 December 2024

As at the date of this announcement, the executive Directors are Mr. Zheng Guangfeng (Vice-Chairman), Mr. Liu Hui and Mr. Zhou Zhimi, the non-executive Directors are Mr. Mei Wei (Chairman), Mr. Dai Richeng and Mr. Chen Yong, and the independent non-executive Directors are Mr. Liu Shuen Kong, Mr. Zhou Beihai and Mr. Zhong Wei.

* *For identification purposes only*

APPENDIX I
Details of the Proposed Amendments

The Board proposes to make the following amendments to the Articles of Association (deleted texts are presented in strikethrough and additional texts are presented in underline):

Original Provision	Amended Provision
<p>Article 1 Yunnan Water Investment Co., Limited (the “Company”) is a joint stock limited company incorporated in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”) and other relevant laws and administrative regulations.</p>	<p>Article 1 Yunnan Water Investment Co., Limited (the “Company”) is a joint stock limited company incorporated in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), <u>the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies”</u> (the <u>“Special Regulations”</u>) and other relevant laws and administrative regulations.</p>

Original Provision	Amended Provision
<p>Pursuant to the “Approval of Yunnan SASAC on the Relevant Matters Concerning the Overall Transformation of Yunnan Water Industry Investment and Development Co., Ltd.” (《雲南省國資委關於雲南水務產業投資發展有限公司整體改制有關事宜的批覆》) (Yun Guo Zi Zi Yun [2014] No. 114) issued by the State-owned Assets Supervision and Administration Commission of Yunnan (“Yunnan SASAC”) on 20 June 2014, the Company was established by way of overall transformation of Yunnan Water Industry Investment and Development Co., Ltd., and was registered with the Administration for Industry and Commerce of Kunming City on 22 July 2014 to obtain its business license. The number of the business license of the Company is 530100100257192.</p> <p>The promoters of the Company include Yunnan Province Water Industry Investment Co., Ltd. (“Yunnan Province Water”), Beijing OriginWater Technology Co., Ltd. (“Beijing OriginWater”), Finergy Development (Tianjin) Equity Investment Partnership (Limited Partnership) (“Finergy Development”), Yu Long, Yang Fang, Hu Shake, Liu Xujun, Huang Yunjian, Zhao Peng, Luo Yuxuan, Chen Xiangwen, Li Junfeng, Zhang Ruliang, Gui Hao, Huang Yi, Mi Shiyun, Wang Yong, Luo Hongyan, Zhou Zhimi, Mo Cunyan, Chen Nianjuan, Yang Chuanyun, Liu Nanjiao, Li Guoqiang, Ma Dongjun, Zhang Ruzhi, Xu Qiang, Dai Shaobo, Shi Jiayong, Que Yunlei, Hong Fang, Song Chunxia and Li Bo.</p>	<p>Pursuant to the “Approval of Yunnan SASAC on the Relevant Matters Concerning the Overall Transformation of Yunnan Water Industry Investment and Development Co., Ltd.” (《雲南省國資委關於雲南水務產業投資發展有限公司整體改制有關事宜的批覆》) (Yun Guo Zi Zi Yun [2014] No. 114) issued by the State-owned Assets Supervision and Administration Commission of Yunnan (“Yunnan SASAC”) on 20 June 2014, the Company was established by way of overall transformation of Yunnan Water Industry Investment and Development Co., Ltd., and was registered with the Administration for Industry and Commerce of Kunming City on 22 July 2014 to obtain its business license. The number of the business license of the Company is 530100100257192.</p> <p>The promoters of the Company include Yunnan Province Water Industry Investment Co., Ltd. (“Yunnan Province Water”), Beijing OriginWater Technology Co., Ltd. (“Beijing OriginWater”), Finergy Development (Tianjin) Equity Investment Partnership (Limited Partnership) (“Finergy Development”), Yu Long, Yang Fang, Hu Shake, Liu Xujun, Huang Yunjian, Zhao Peng, Luo Yuxuan, Chen Xiangwen, Li Junfeng, Zhang Ruliang, Gui Hao, Huang Yi, Mi Shiyun, Wang Yong, Luo Hongyan, Zhou Zhimi, Mo Cunyan, Chen Nianjuan, Yang Chuanyun, Liu Nanjiao, Li Guoqiang, Ma Dongjun, Zhang Ruzhi, Xu Qiang, Dai Shaobo, Shi Jiayong, Que Yunlei, Hong Fang, Song Chunxia and Li Bo.</p>

Original Provision	Amended Provision
<p>Article 7 The Articles of Association, being the code of conduct for the Company, are considered as special resolutions and passed at the general meeting of the Company, and come into effect from the date of filing 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 organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se. The Company shall comply with the requirements of the Company Law, the Securities Law, the Special Regulations and the Articles of Association.</p>	<p>Article 7 The Articles of Association, being the code of conduct for the Company, are considered as special resolutions and passed at the general meeting of the Company, and come into effect from the date of filing 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 organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se. The Company shall comply with the requirements of the Company Law, the Securities Law, the Special Regulations and the Articles of Association.</p>
<p>CHAPTER 3 SHARES AND REGISTERED CAPITAL</p>	<p>CHAPTER 3 SHARES AND REGISTERED CAPITAL ISSUE OF SHARES</p>
<p>Article 15 The Company shall have ordinary shares at all times. The Company may, according to its needs and subject to the approval by company approving department authorized by the State Council, create other classes of shares.</p>	<p>Article 15 The Company shall have ordinary shares at all times. The Company may, according to its needs and subject to the approval by company approving department authorized by the State Council, create other classes of shares.</p>
<p>Article 16 Shares of the Company adopt the form of equity.</p> <p>All shares issued by the Company shall have a par value of RMB1 per share.</p>	<p>Article 165 Shares of the Company adopt the form of equity.</p> <p>All shares issued by the Company shall have a par value of RMB1 per share.</p>

Original Provision	Amended Provision
<p>Article 17 The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality, and same right is attached to each share of the same class.</p> <p>The terms and issue price of shares of the same class issued in one issuance shall be same and same price shall be paid by each institution or individual for each share subscribed.</p>	<p>Article 176 The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality, and same right is attached to each share of the same class.</p> <p>The terms and issue price of shares of the same class issued in one issuance shall be same and same price shall be paid by each institution or individual for each share subscribed.</p>
<p>Article 18 Subject to approval of competent securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.</p>	<p>Article 187 Subject to approval of competent securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p><u>Where the Company issues shares to domestic and overseas investors, it shall perform the procedures of registering or filing with the CSRC in accordance with the laws.</u></p>
<p>Article 19 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Overseas listed foreign shares are referred to as overseas listed foreign shares.</p>	<p>Article 198 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Overseas listed foreign shares are referred to as overseas listed foreign shares. <u>Both holders of domestic shares and overseas-listed foreign shares are ordinary shareholders and share the same obligations and rights.</u></p>

Original Provision	Amended Provision
<p>Article 20 Foreign shares issued by the Company and listed in Hong Kong are referred to as H shares. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p>	<p>Article 2019 Foreign shares issued by the Company and listed in Hong Kong are referred to as H shares. H shares refer to the shares approved to be listed on <u>the Stock Exchange of Hong Kong Limited</u> (<u>hereinafter referred to as the “Hong Kong Stock Exchange”</u>), the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p>
<p>Article 21</p>	<p>Article 240</p>
<p>Article 22 Upon the approval from the competent authority of securities of the State Council, the Company issued 287,521,000 H shares. Pursuant to the Provisional Administrative Measure on Reduction of State-owned Shares to Raise Social Security Fund (《減持國有股籌集社會保障資金管理暫行辦法》) and relevant requirements of the State Council, the state-owned Shareholders of the Company will transfer 28,752,100 state-owned shares held by it to the National Council for Social Security Fund of the PRC while issuing overseas listed foreign shares. Subject to market conditions, the Company may issue up to 43,128,000 overseas listed foreign shares pursuant to an over-allotment option. Should the over-allotment option be exercised, the state-owned Shareholders may transfer up to 33,064,900 state-owned shares to the National Council for Social Security Fund of the PRC.</p>	<p>Article 221 Upon the approval from the competent authority of securities of the State Council, the Company issued 287,521,000<u>330,649,000</u> H shares. Pursuant to the Provisional Administrative Measure on Reduction of State-owned Shares to Raise Social Security Fund (《減持國有股籌集社會保障資金管理暫行辦法》) and relevant requirements of the State Council, the state-owned Shareholders of the Company will transfer 28,752,100<u>330,649,000</u> state-owned shares held by it to the National Council for Social Security Fund of the PRC while issuing overseas listed foreign shares. Subject to market conditions, the Company may issue up to 43,128,000 overseas listed foreign shares pursuant to an over-allotment option. Should the over-allotment option be exercised, the state-owned Shareholders may transfer up to 33,064,900 state-owned shares to the National Council for Social Security Fund of the PRC. <u>The Company’s H shares were listed on 27 May 2015 on the Hong Kong Stock Exchange.</u></p>

Original Provision	Amended Provision
<p>Article 23 The Company's proposal for the issuance of overseas listed foreign shares and domestic shares, upon approval by securities regulatory authorities of the State Council, may be implemented by the Board of the Company through separate offerings.</p> <p>The Company may implement its proposal for issuance of overseas listed foreign shares and domestic shares respectively pursuant to the preceding paragraph within 15 months from the date of approval by securities regulatory authorities of the State Council.</p>	<p>Article 232 The Company's proposal for the issuance of overseas listed foreign shares and domestic shares, upon approval by securities regulatory authorities of the State Council, may be implemented by the Board of the Company through separate offerings.</p> <p>The Company may implement its proposal for issuance of overseas listed foreign shares and domestic shares respectively pursuant to the preceding paragraph within 15 months from the date of approval by securities regulatory authorities of the State Council.<u>The total number of shares of the Company is 1,193,213,457 shares, all of which are ordinary shares.</u></p>
<p>Article 24 Where the Company issues overseas listed foreign shares and domestic shares respectively within the total number of shares stated in the issuance proposal, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time under special circumstances, the shares may be issued in separate offerings subject to the approval of securities regulatory authorities of the State Council.</p>	<p>Article 243 Where the Company issues overseas listed foreign shares and domestic shares respectively within the total number of shares stated in the issuance proposal, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time under special circumstances, the shares may be issued in separate offerings subject to the approval of securities regulatory authorities of the State Council.<u>Neither the Company nor any of its subsidiaries (including its affiliated enterprises) shall, by means of donation, advancement, guarantee, compensation, loan or other means, provide any financial aids to any person purchases or intends to purchase shares in the Company, except when the Company implements the employee stock ownership plan.</u></p>

Original Provision	Amended Provision
<p>Article 25 The registered capital of the Company prior to the issue is RMB862,564,457. If the over-allotment option is not exercised, the registered capital of the Company shall be RMB1,150,085,457. If the over-allotment option is exercised, the registered capital of the Company shall be RMB1,193,213,457.</p>	<p>Article 25 The registered capital of the Company prior to the issue is RMB862,564,457. If the over-allotment option is not exercised, the registered capital of the Company shall be RMB1,150,085,457. If the over-allotment option is exercised, the registered capital of the Company shall be RMB1,193,213,457.</p>
<p>Article 26 Unless otherwise provided by laws and administrative regulations, shares of the Company are freely transferable according to laws and are not subject to any lien.</p>	<p>Article 264 Unless otherwise provided by laws and administrative regulations, shares of the Company are freely transferable according to laws and are not subject to any lien. <u>The shares of the Company are freely transferable according to laws.</u></p>
<p>Article 27 The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the laws, regulations and these Articles of Association, by special resolution(s) at the shareholder's general meeting, increase its capital by way of:</p> <ol style="list-style-type: none"> (1) offering new shares to non-designated investors for subscription; (2) placing new Shares to its existing shareholders; (3) distributing new Shares to its existing shareholders; (4) issuance of new shares to particular investors; (5) transfer of capital reserve fund into capital; and (6) any other means permitted by laws, administrative regulations and relevant regulatory authorities. 	<p>Article 275 The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the laws, regulations and these Articles of Association, by special resolution(s) at the shareholder's general meeting, increase its capital by way of:</p> <ol style="list-style-type: none"> (1) offering new shares to non-designated investors for subscription; (2) placing new Shares to its existing shareholders; (3) distributing new Shares to its existing shareholders; (4) issuance of new shares to particular investors; (5) transfer of capital reserve fund into capital; and (6) any other means permitted by laws, administrative regulations and relevant regulatory authorities.

Original Provision	Amended Provision
<p>The Company’s increase of capital by issuing new Shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations.</p>	<p>The Company’s increase of capital by issuing new Shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations <u>as well as relevant regulatory rules of the place where the Company’s shares are listed.</u></p>
<p>Article 28 Article 29 Article 30 Article 31 Article 32 Article 33 Article 34</p>	<p>Article 286 Article 297 Article 3028 Article 3129 Article 320 Article 331 Article 342</p>
<p>Article 35 Where shares are repurchased lawfully pursuant to sub-paragraph (1) of Article 31 of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub-paragraphs (2) and (4) of Article 31 of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of repurchase pursuant to sub-paragraph (3) of Article 31 of the Articles of Association, the total shares of the Company held by the Company itself shall not exceed 10% of its total issued shares, and such shares shall be transferred or cancelled within 3 years.</p>	<p>Article 353 Where shares are repurchased lawfully pursuant to sub-paragraph (1) of Article 31 of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub-paragraphs (2) and (4) of Article 31 of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of repurchase pursuant to sub-paragraph (3) of Article 31 of the Articles of Association, the total shares of the Company held by the Company itself shall not exceed 10% of its total issued shares <u>or other limits required by the Listing Rules of Hong Kong Stock Exchange from time to time (whichever is lower)</u>, and such shares shall be transferred or cancelled within 3 years.</p>

Original Provision	Amended Provision
<p>After cancelling 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 press announcement.</p> <p>The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p>After cancelling 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 press announcement.</p> <p>The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled shares.</p>
<p>Article 36 Article 37 Article 38 Article 39 Article 40</p>	<p>Article 364 Article 375 Article 386 Article 397 Article 4038</p>
<p>Article 41 The share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed.</p> <p>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company must ensure all title documents of its securities listed on the Hong Kong Stock Exchange (including H share certificates) contain the following statements at all times:</p> <p>(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Regulations, the Articles of Association and other relevant laws and administrative regulations;</p>	<p>Article 4139 The share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed.</p> <p>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company must ensure all title documents of its securities listed on the Hong Kong Stock Exchange (including H share certificates) contain the following statements at all times:</p> <p>(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Regulations, the Articles of Association and other relevant laws and administrative regulations;</p>

Original Provision	Amended Provision
<p>(2) The share purchasers and the Company, each of the shareholders, directors, supervisors, general manager and other senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor, general manager and other senior management member shall agree with each shareholder, that all disputes or claims incurred as a result of rights or obligations provided by the Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p>	<p>(2) The share purchasers and the Company, each of the shareholders, directors, supervisors, general manager and other senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor, general manager and other senior management member shall agree with each shareholder, that all disputes or claims incurred as a result of rights or obligations provided by the Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p>
<p>(3) The share purchasers and the Company and each of the shareholders agree the shares of the Company may be freely transferred by the holder thereof;</p>	<p>(3) The share purchasers and the Company and each of the shareholders agree the shares of the Company may be freely transferred by the holder thereof;</p>
<p>(4) The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors, general manager and other senior management members. Pursuant to the contract, the directors, general manager and other senior management members undertake to observe and fulfil their responsibilities to the shareholders under the Articles of Association.</p>	<p>(4) The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors, general manager and other senior management members. Pursuant to the contract, the directors, general manager and other senior management members undertake to observe and fulfil their responsibilities to the shareholders under the Articles of Association.</p>

Original Provision	Amended Provision
<p>The Company shall instruct and cause each of 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 aforesaid statements.</p>	<p>The Company shall instruct and cause each of 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 aforesaid statements.</p> <p><u>Under the conditions of paperless issuance and transactions of shares of the Company, other requirements stipulated by the securities regulatory authorities and stock exchange of the place where the shares are listed shall apply.</u></p>
<p>Article 42 Article 43</p>	<p>Article 420 Article 431</p>
<p>Article 44 The Company shall keep a register of members containing the following particulars:</p> <ol style="list-style-type: none"> (1) the name, address (place of domicile), occupation or nature of business of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid-up or payable in respect of shares held by each shareholder; (4) the share certificate numbers of the shares held by each shareholder; (5) the date on which each shareholder was registered as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. <p>Unless there is evidence to the contrary, the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company.</p>	<p>Article 442 The Company shall <u>keeps</u> a register of members <u>in accordance with certificates provided by the relevant securities registrars, in which</u> containing the following particulars:</p> <ol style="list-style-type: none"> (1) the name, address (place of domicile), occupation or nature of business of each shareholder; (2) the class and number of shares held by each shareholder; (3) the amount paid-up or payable in respect of shares held by each shareholder; (4) the share certificate numbers of the shares held by each shareholder; (5) the date on which each shareholder was registered as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. <p>Unless there is evidence to the contrary, the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company.</p>

Original Provision	Amended Provision
Article 45	Article 453
<p>Article 46 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory authorities, keep its original register of holders of overseas listed foreign shares outside of the PRC and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed foreign 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 foreign shares at its place of domicile. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of holders of overseas listed foreign shares, the original version shall prevail.</p>	<p>Article 464 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory authorities, keep its original register of holders of overseas listed foreign shares outside of the PRC and appoint overseas agent(s) to manage such register. The original register of holders of overseas listed foreign 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 foreign shares at its place of domicile <u>and shall be available to the Company's shareholders, provided that the Company may close the register of holders of H shares in accordance with terms equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)</u>. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of holders of overseas listed foreign shares, the original version shall prevail.</p>

Original Provision	Amended Provision
<p>Article 47 Article 48 Article 49 Article 50 Article 51 Article 52 Article 53 Article 54 Article 55 Article 56 Article 57 Article 58</p>	<p>Article 475 Article 486 Article 497 Article 5048 Article 5149 Article 520 Article 531 Article 542 Article 553 Article 564 Article 575 Article 586</p>
<p>Article 59 The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at general meetings in proportion to the number of shares held in accordance with the law;</p> <p>(3) the right of supervisory management over the Company’s business operations, and the rights to present proposals or to raise enquiries;</p> <p>(4) the right to transfer, give or pledge the shares he held in accordance with laws, administrative regulations and provisions of the Articles of Association;</p>	<p>Article 597 The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on his behalf at general meetings in proportion to the number of shares held in accordance with the law;</p> <p>(3) the right of supervisory management over the Company’s business operations, and the rights to present proposals or to raise enquiries;</p> <p>(4) the right to transfer, give or pledge the shares he held in accordance with laws, administrative regulations and provisions of the Articles of Association;</p>

Original Provision	Amended Provision
<p>(5) the right to obtain information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. the right to obtain a copy of the Articles of Association, subject to payment of cost; 2. the right to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (i) a copy of all parts of the share register; (ii) personal particulars of each of the Company's directors, supervisors, general manager and other senior management members as follows: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal address (residence); (c) nationality; (d) primary and all other part-time occupation and duties; and (e) identification document and its number. (iii) the status of the Company's share capital; 	<p>(5) the right to obtain information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. the right to obtain a copy of the Articles of Association, subject to payment of cost; 2. the right to inspect and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> (i) a copy of all parts of the share register; (ii) personal particulars of each of the Company's directors, supervisors, general manager and other senior management members as follows: <ol style="list-style-type: none"> (a) present name and alias and any former name and alias; (b) principal address (residence); (c) nationality; (d) primary and all other part-time occupation and duties; and (e) identification document and its number. (iii) the status of the Company's share capital;

Original Provision	Amended Provision
<p>(iv) reports showing the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of Shares repurchased by the Company since the end of the last financial year and the aggregate amount incurred by the Company for this purpose;</p> <p>(v) minutes of shareholders' general meetings, special resolutions of shareholders' general meetings, resolutions of Board meetings and resolutions of Board of Supervisors meetings;</p> <p>(vi) corporate bond counter foils;</p> <p>(vii) the latest audited financial report of the Company, and the reports of directors, auditors and supervisors;</p> <p>(viii) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities.</p> <p>Documents mentioned above shall be made available by the Company at the Company's place of domicile and its place of business in Hong Kong, for shareholders to inspect.</p>	<p>(iv) reports showing the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of Shares repurchased by the Company since the end of the last financial year and the aggregate amount incurred by the Company for this purpose;</p> <p>(v) minutes of shareholders' general meetings, special resolutions of shareholders' general meetings, resolutions of Board meetings and resolutions of Board of Supervisors meetings;</p> <p>(vi) corporate bond counter foils;</p> <p>(vii) the latest audited financial report of the Company, and the reports of directors, auditors and supervisors;</p> <p>(viii) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities.</p> <p>Documents mentioned above shall be made available by the Company at the Company's place of domicile and its place of business in Hong Kong, for shareholders to inspect.</p>

Original Provision	Amended Provision
<p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) Shareholders individually or jointly holding more than 3% of the Company's shares can make a provisional motion in writing to the Board 10 days before the date of shareholders' general meeting;</p> <p>(9) Other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p><u>the right to inspect the Articles of Association, register of shareholders, corporate bond stubs, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the supervisory committee and financial accounting reports;</u></p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) Shareholders individually or jointly holding more than 3% of the Company's shares can make a provisional motion in writing to the Board 10 days before the date of shareholders' general meeting;</p> <p>(9) Other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p><u>Where a shareholder demands to consult the relevant information or obtain any of the materials in this Article, such shareholder shall submit to the Company written documents proving the class and number of shares held by such shareholder, and the Company shall provide the relevant information or materials as demanded by the shareholder after verifying the shareholder's identity.</u></p>

Original Provision	Amended Provision
<p>Article 60 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by 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 fulfill its responsibility to the Company to the extent of 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 administrative regulations;</p> <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>Article 6058 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by 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 fulfill its responsibility to the Company to the extent of 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 administrative regulations;</p> <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>Article 61 Article 62 Article 63 Article 64 Article 65 Article 66 Article 67 Article 68 Article 69</p>	<p>Article 6159 Article 620 Article 631 Article 642 Article 653 Article 664 Article 675 Article 686 Article 697</p>

Original Provision	Amended Provision
<p>Article 70 To convene an annual general meeting, the Company shall give written notices 20 days before the date of the annual general meeting and 15 days before the date of the extraordinary general meeting. The Company shall inform all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting.</p> <p>The notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.</p> <p>As stated above, the public announcement of notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council at the time when such notices are issued. Upon the publication of announcement, all holders of Domestic Shares shall be deemed to have received notice of the relevant shareholders' meeting. The notice of a general meeting served on the shareholders of overseas listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of announcement, all shareholders of overseas listed foreign shares shall be deemed to have received notice of the relevant general meeting.</p>	<p>Article 7068 To convene an annual general meeting, the Company shall give written notices 20 days before the date of the annual general meeting and 15 days before the date of the extraordinary general meeting. The Company shall inform all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting.</p> <p>The notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by delivery or prepaid airmail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public notice.<u>the means set forth in the Articles of Association.</u></p> <p><u>Announcements to shareholders of Domestic Shares shall be published on the websites of the stock exchanges and in the media that comply with the conditions prescribed by the securities regulatory authorities of the State Council. Upon the publication of announcement, all holders of Domestic Shares shall be deemed to have received notice of the relevant shareholders' meeting.</u></p> <p>As stated above, the public announcement of notices of general meetings shall be published in one or more newspapers designated by the securities governing authority of the State Council at the time when such notices are issued. Upon the publication of announcement, all holders of Domestic Shares shall be deemed to have received notice of the relevant shareholders' meeting.</p>

Original Provision	Amended Provision
	<p>The notice of a general meeting served on the shareholders of overseas listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of announcement, all shareholders of overseas listed foreign shares shall be deemed to have received notice of the relevant general meeting.</p>
Article 71	Article 7169
<p>Article 72 A notice of general meetings:</p> <p>(1) shall be in writing;</p> <p>(2) specify the time, place, the date of the meeting;</p> <p>(3) state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, 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 agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p>	<p>Article 7270 A notice of general meetings:</p> <p>(1) shall be in writing;</p> <p>(2) specify the time, place, the date of the meeting;</p> <p>(3) state the matters to be discussed at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, 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 agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p>

Original Provision	Amended Provision
<p>(5) contain a disclosure of the nature and extent, if any, of material interests of any Director, Supervisor, or other senior officers in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;</p> <p>(6) contain the 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 is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p>(5) contain a disclosure of the nature and extent, if any, of material interests of any Director, Supervisor, or other senior officers in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;</p> <p>(6) contain the text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that <u>all common shareholders are entitled to attend the shareholders' general meeting</u>, a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder; <u>state the share registration record date for shareholders who are entitled to attend the meeting</u>;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>
Article 73	Article 731

Original Provision	Amended Provision
<p>Article 74 Any shareholder entitled to attend and vote at a 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> <ol style="list-style-type: none"> (1) the shareholder’s right to speak at the meeting; (2) the right to demand, whether on his own or together with others, a poll; (3) to exercise the right to vote by a show of hands or by poll; however, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll. 	<p>Article 742 <u>All shareholders registered on the date of registration or their proxies are entitled to attend the shareholders’ general meeting and exercise their voting rights in accordance with laws, regulations and the Articles of Association. Shareholder may attend the shareholders’ general meeting in person and shall have the right to speak and vote thereat, unless individual shareholders are required to abstain from voting on individual matters under the Listing Rules of the Hong Kong Stock Exchange.</u></p> <p>Any shareholder entitled to attend and vote at a 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> <ol style="list-style-type: none"> (1) the shareholder’s right to speak at the meeting; (2) the right to demand, whether on his own or together with others, a poll (<u>unless individual shareholders are required to abstain from voting on individual matters under the Listing Rules of the Hong Kong Stock Exchange</u>); (3) to exercise the right to vote by a show of hands or by poll (<u>unless individual shareholders are required to abstain from voting on individual matters under the Listing Rules of the Hong Kong Stock Exchange</u>); however, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll.

Original Provision	Amended Provision
Article 75	Article 753
<p>Article 76 An instrument appointing a proxy shall be deposited at least 24 hours prior to the commencement of the relevant meeting at which the proxy is appointed to vote or 24 hours before the time appointed for voting at the domicile of the Company or such other place as the notice of meeting may specify. If the instrument appointing a proxy is signed by a person authorized by the appointer, the powers of attorney or other instruments of authorization shall be not arised. The powers of attorney or other instruments of authorization so not arised together with the proxy form shall be deposited at the domicile of the Company or such other place as the notice of meeting may specify at the same time as the instrument appointing the proxy is so deposited.</p> <p>If the appointor is a legal person, its legal representative or any person authorized by resolutions of its Board or other governing body shall attend the general meeting as the appointor’s representative.</p>	<p>Article 764 An instrument appointing a proxy shall be deposited at least 24 hours prior to the commencement of the relevant meeting at which the proxy is appointed to vote or 24 hours before the time appointed for voting at the domicile of the Company or such other place as the notice of meeting may specify. If the instrument appointing a proxy is signed by a person authorized by the appointer, the powers of attorney or other instruments of authorization shall be not arised. The powers of attorney or other instruments of authorization so not arised together with the proxy form shall be deposited at the domicile of the Company or such other place as the notice of meeting may specify at the same time as the instrument appointing the proxy is so deposited.</p> <p><u>If the appointor is a legal person, For a corporate shareholder, its legal representative or the proxy authorized by its legal representative shall attend and vote on the meeting and if such corporate shareholder has appointed a representative to attend any general meeting of shareholders, it shall be treated as being present at the meeting in person. A corporate shareholder may execute a form of proxy by a person duly authorised by him/her. The legal representative attending the meeting shall present his/her identity card and the valid certificate providing his/her qualification as a legal representative. A proxy attending the meeting shall present his/her identity card and the written proxy statement lawfully issued by the legal representative of the corporate shareholder.any person authorized by resolutions of its Board or other governing body shall attend the general meeting as the appointor’s representative.</u></p>

Original Provision	Amended Provision
<p>Where a shareholder is a recognised clearing house (or its nominee(s)) as defined in the relevant ordinance enacted from time to time in Hong Kong, it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at class shareholders' meeting provided that if more than one person is authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The power of attorney shall be signed by the authorized representative of the recognised clearing house. With such power of attorney, such person can attend the meeting and exercise the right on behalf of the recognized clearing house or its nominee as if he is the individual shareholder of the Company, without being required to provide share certificates, notarized power of attorney and/or any further evidence of his due authorization.</p>	<p>Where a shareholder is a recognised clearing house (or its nominee(s)) as defined in the relevant ordinance enacted from time to time in Hong Kong, it may authorise such person or persons <u>or legal persons</u> as it thinks fit to act as its representative(s) at any general meeting of the Company or at class shareholders' <u>meeting attend any shareholders' general meeting or creditors meeting of the Company,</u> provided that if more than one person <u>or legal person</u> is authorised, the power of attorney shall specify the number and class of shares in respect of which each such person <u>or legal person</u> is so authorised. The power of attorney shall be signed by the authorized representative of the recognised clearing house. With such power of attorney, such person <u>or legal person</u> can attend the meeting and exercise the <u>same legal right (including the rights to speak and vote) as other shareholders</u> on behalf of the recognized clearing house or its nominee as if hesuch <u>person or legal person</u> is the individual shareholder of the Company, without being required to provide share certificates, notarized power of attorney and/or any further evidence of his due authorization.</p>

Original Provision	Amended Provision
<p>Article 77 Article 78 Article 79 Article 80 Article 81 Article 82 Article 83 Article 84 Article 85 Article 86 Article 87 Article 88 Article 89 Article 90 Article 91 Article 92 Article 93</p>	<p>Article 775 Article 786 Article 797 Article 8078 Article 8179 Article 8280 Article 8381 Article 842 Article 853 Article 864 Article 875 Article 886 Article 897 Article 9088 Article 9189 Article 920 Article 931</p>
<p>CHAPTER 9 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p>	<p>CHAPTER 9 SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p>
<p>Article 94 Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.</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.</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 favourable voting rights, must include the words “restricted voting” or “limited voting.”</p>	<p>Article 94 Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.</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.</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 favourable voting rights, must include the words “restricted voting” or “limited voting.”</p>

Original Provision	Amended Provision
<p>Article 95 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with provisions of Articles 97 to 101 of the Articles of Association.</p> <p>No approval by a general meeting or a class meeting is required for variation or abrogation of rights resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company's shares are listed, or those resulting from decisions made by domestic and foreign regulatory organs.</p> <p>The holders of domestic shares of the Company referred to in Article 19 of the Articles of Association may transfer their shares to overseas investors and list the said shares overseas, which shall not be deemed to be a proposed variation or abrogation of the rights conferred on any class of shareholders.</p>	<p>Article 95 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with provisions of Articles 97 to 101 of the Articles of Association.</p> <p>No approval by a general meeting or a class meeting is required for variation or abrogation of rights resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company's shares are listed, or those resulting from decisions made by domestic and foreign regulatory organs.</p> <p>The holders of domestic shares of the Company referred to in Article 19 of the Articles of Association may transfer their shares to overseas investors and list the said shares overseas, which shall not be deemed to be a proposed variation or abrogation of the rights conferred on any class of shareholders.</p>
<p>Article 96 The following circumstances shall be deemed to be a variation or abrogation of the class rights of a class:</p> <p>(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights 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 affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p>	<p>Article 96 The following circumstances shall be deemed to be a variation or abrogation of the class rights of a class:</p> <p>(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights 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 affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p>

Original Provision	Amended Provision
(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class;	(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class;
(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;	(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;
(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;	(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;
(6) to remove or reduce rights of such class of shares to receive payments from the Company in any particular currency;	(6) to remove or reduce rights of such class of shares to receive payments from the Company in any particular currency;
(7) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares of such class;	(7) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares of such class;
(8) to restrict the transfer or ownership of the shares of such class or to increase any such restrictions;	(8) to restrict the transfer or ownership of the shares of such class or to increase any such restrictions;
(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;	(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;
(10) to increase the rights or privileges of another class;	(10) to increase the rights or privileges of another class;
(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such restructuring; and	(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such restructuring; and
(12) to vary or abrogate the provisions in the Articles of Association.	(12) to vary or abrogate the provisions in the Articles of Association.

Original Provision	Amended Provision
<p>Article 97 Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 96 of the Articles of Association, but Interested Shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of an “Interested Shareholder” stated above is:</p> <p>(1) in the case of a repurchase of shares by offers to all shareholders in the same proportion or public dealing on a stock exchange in accordance with the provisions of Article 32 of the Articles of Association, a controlling shareholder within the meaning of Article 62 in the Articles of Association;</p> <p>(2) in the case of a repurchase of shares by an off-market contract under Article 32 of the Articles of Association, a shareholder to whom the proposed contract is related;</p> <p>(3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.</p>	<p>Article 97 Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 96 of the Articles of Association, but Interested Shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of an “Interested Shareholder” stated above is:</p> <p>(1) in the case of a repurchase of shares by offers to all shareholders in the same proportion or public dealing on a stock exchange in accordance with the provisions of Article 32 of the Articles of Association, a controlling shareholder within the meaning of Article 62 in the Articles of Association;</p> <p>(2) in the case of a repurchase of shares by an off-market contract under Article 32 of the Articles of Association, a shareholder to whom the proposed contract is related;</p> <p>(3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.</p>

Original Provision	Amended Provision
<p>Article 98 Resolutions of a class of shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favor of such resolutions in accordance with Article 97 of the Articles of Association.</p>	<p>Article 98 Resolutions of a class of shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favor of such resolutions in accordance with Article 97 of the Articles of Association.</p>
<p>Article 99 The notice of a class meeting shall be given by the Company within the period specified in Article 70 of the Articles of Association to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>	<p>Article 99 The notice of a class meeting shall be given by the Company within the period specified in Article 70 of the Articles of Association to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>
<p>Article 100 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>Meetings of any class of shareholders shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders. The provisions of the Articles of Association relating to the conduct of any general meeting of shareholders shall apply to any class meeting.</p>	<p>Article 100 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p> <p>Meetings of any class of shareholders shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders. The provisions of the Articles of Association relating to the conduct of any general meeting of shareholders shall apply to any class meeting.</p>

Original Provision	Amended Provision
<p>Article 101 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. Voting by holders of different classes of shares is not required in the following situations:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued domestic shares or overseas listed foreign shares;</p> <p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares;</p> <p>(3) where shares held by promoters may be transferred to overseas investors, and such transferred shares may be listed or traded on an overseas stock exchange, subject to the approval of the State Council or its authorized organ.</p>	<p>Article 101 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes. Voting by holders of different classes of shares is not required in the following situations:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued domestic shares or overseas listed foreign shares;</p> <p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares;</p> <p>(3) where shares held by promoters may be transferred to overseas investors, and such transferred shares may be listed or traded on an overseas stock exchange, subject to the approval of the State Council or its authorized organ.</p>
<p>CHAPTER 10 PARTY COMMITTEE OF THE COMPANY</p>	<p>CHAPTER 109 PARTY COMMITTEE OF THE COMPANY</p>
<p>Article 102 Article 103 Article 104 Article 105 Article 106 Article 107 Article 108 Article 109 Article 110 Article 111 Article 112</p>	<p>Article 10292 Article 10393 Article 10494 Article 10595 Article 10696 Article 10797 Article 10898 Article 10999 Article 110100 Article 11101 Article 11202</p>
<p>CHAPTER 11 DIRECTORS AND BOARD OF DIRECTORS</p>	<p>CHAPTER 110 DIRECTORS AND BOARD OF DIRECTORS</p>

Original Provision	Amended Provision
<p>Article 113 Directors shall be elected and replaced at general meetings and serve a term of 3 years. A Director may serve consecutive terms if re-elected upon the expiration of his term.</p> <p>Any person appointed by the Board to fill up a casual vacancy in the Board or as an addition to the Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.</p> <p>Subject to the relevant laws and administrative regulations, Directors can be removed before the expiration of his/her term of office (but without prejudice to any claim for damages under any contracts)by an ordinary resolution passed at a general meeting.</p> <p>A written notice of the intention to propose a person for election as a Director and a written notice showing such person is willing to be elected shall be given to the Company after the publish of general meeting notice, and at least 7 days before the date of the 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 term of the above written notice shall be no less than seven days.</p>	<p>Article 14303 Directors shall be elected and<u>or</u> replaced, <u>and dismissed by the shareholders' general meeting before the expiration of his/her term of office. He/she shall</u> at general meetings and serve a term of 3 years. A Director may serve consecutive terms if re-elected upon the expiration of his/<u>her</u> term.</p> <p><u>Subject to laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed and the Articles of Association, A</u>any person appointed by the Board to fill up a casual vacancy in the Board or as an addition to the Board shall hold office only until the next<u>first</u> annual general meeting of the Company <u>after his/her appointment</u> and shall then be eligible for re-election.</p> <p>Subject to the relevant laws and administrative regulations, Directors can be removed before the expiration of his/her term of office (<u>include a managing Director or other executive Director</u>, but without prejudice to any claim for damages under any contracts)by an ordinary resolution passed at a general meeting.</p> <p>A written notice of the intention to propose a person for election as a Director and a written notice showing such person is willing to be elected shall be given to the Company after the publish of general meeting notice, and at least 7 days before the date of the 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 term of the above written notice shall be no less than seven days.</p>

Original Provision	Amended Provision
Article 114 Article 115 Article 116 Article 117 Article 118 Article 119 Article 120 Article 121 Article 122 Article 123 Article 124 Article 125 Article 126 Article 127 Article 128 Article 129 Article 130 Article 131 Article 132 Article 133	Article 11404 Article 11505 Article 11606 Article 11707 Article 11808 Article 11909 Article 12010 Article 12111 Article 12212 Article 12313 Article 12414 Article 12515 Article 12616 Article 12717 Article 12818 Article 12919 Article 13020 Article 13121 Article 13222 Article 13323
Article 121 (32)to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors	Article 111 (32)to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors

Original Provision	Amended Provision
<p>Section 3 Special Committees under the Board</p> <p>Article 133 The Board shall establish special committees such as compliance committee, audit committee, remuneration committee and nomination committee in accordance with the needs and the requirements of the relevant laws and regulations and listing rules. The composition, terms of reference and rules of procedure of the special committees under the Board shall be otherwise agreed by the Board. A special committee is the special body under the Board and is responsible for providing advice or recommendations in respect of material decisions to the Board or exercises its decision-making rights under authority of the Board.</p>	<p>Section 3 Special Committees under the Board</p> <p>Article 133 The Board shall establish special committees such as risk control and compliance committee, audit committee, remuneration committee and nomination committee in accordance with the needs and the requirements of the relevant laws and regulations and listing rules. The composition, terms of reference and rules of procedure of the special committees under the Board shall be otherwise agreed by the Board. A special committee is the special body under the Board and is responsible for providing advice or recommendations in respect of material decisions to the Board or exercises its decision-making rights under authority of the Board.</p>
<p>CHAPTER 12 SECRETARY OF THE BOARD OF THE COMPANY</p>	<p>CHAPTER 121 SECRETARY OF THE BOARD OF THE COMPANY</p>
<p>Article 134 Article 135 Article 136</p>	<p>Article 13424 Article 13525 Article 13626</p>
<p>CHAPTER 13 THE GENERAL MANAGER AND OTHER SENIOR OFFICERS</p>	<p>CHAPTER 132 THE GENERAL MANAGER AND OTHER SENIOR OFFICERS</p>
<p>Article 137 Article 138 Article 139 Article 140 Article 141 Article 142</p>	<p>Article 13727 Article 13828 Article 13929 Article 14030 Article 14131 Article 14232</p>
<p>CHAPTER 14 BOARD OF SUPERVISORS</p>	<p>CHAPTER 143 BOARD OF SUPERVISORS</p>

Original Provision	Amended Provision
Article 143 Article 144 Article 145 Article 146 Article 147 Article 148 Article 149 Article 150 Article 151	Article 14333 Article 14434 Article 14535 Article 14636 Article 14737 Article 14838 Article 14939 Article 15040 Article 15141
CHAPTER 15 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR OFFICERS OF THE COMPANY	CHAPTER 154 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR OFFICERS OF THE COMPANY
Article 152 Article 153 Article 154 Article 155 Article 156 Article 157 Article 158 Article 159 Article 160 Article 161 Article 162 Article 163 Article 164 Article 165 Article 166 Article 167 Article 168 Article 169 Article 170	Article 15242 Article 15343 Article 15444 Article 15545 Article 15646 Article 15747 Article 15848 Article 15949 Article 16050 Article 16151 Article 16252 Article 16353 Article 16454 Article 16555 Article 16656 Article 16757 Article 16858 Article 16959 Article 17060
CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION	CHAPTER 165 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION
Article 171 Article 172 Article 173 Article 174	Article 17161 Article 17262 Article 17363 Article 17464

Original Provision	Amended Provision
<p>Article 175 The financial reports of the Company shall be made available at the Company for inspection by shareholders 20 days before the annual general meeting. Every shareholder of the Company is entitled to a copy of the financial reports as referred to in this Chapter.</p> <p>A copy of the above report shall, at least 21 days before the date of the annual general meeting, be delivered or sent by pre-paid post to every shareholders of Foreign Shares listed overseas, and the address on the register of shareholders shall be the address of the recipient.</p>	<p>Article 17565 The financial reports of the Company shall be made available at the Company for inspection by shareholders 20 days before the annual general meeting. Every shareholder of the Company is entitled to a copy of the financial reports as referred to in this Chapter.</p> <p>A copy of the above report shall, at least 21 days before the date of the annual general meeting, be provideddelivered or sent by pre-paid post to every shareholders of Foreign Shares listed overseas,and the address on the register of shareholders shall be the address of the recipient.</p>
Article 176	Article 17666
CHAPTER 17 DISTRIBUTION OF PROFITS	CHAPTER 176 DISTRIBUTION OF PROFITS
<p>Article 177 Article 178 Article 179 Article 180 Article 181 Article 182 Article 183 Article 184</p>	<p>Article 17767 Article 17868 Article 17969 Article 18070 Article 18171 Article 18272 Article 18373 Article 18474</p>
CHAPTER 18 APPOINTMENT OF ACCOUNTANT FIRM	CHAPTER 187 APPOINTMENT OF ACCOUNTANT FIRM
<p>Article 185 Article 186 Article 187 Article 188 Article 189 Article 190 Article 191</p>	<p>Article 18575 Article 18676 Article 18777 Article 18878 Article 18979 Article 19080 Article 19181</p>

Original Provision	Amended Provision
<p>Article 192 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall have the right to make representations at the general meeting of shareholders. 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>(1) The accounting firm may resign its office by depositing at the Company's legal address a resignation notice 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:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or 2. a statement of any such circumstances. 	<p>Article 19282 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall have the right to make representations at the general meeting of shareholders. 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>(1) The accounting firm may resign its office by depositing at the Company's legal address a resignation notice 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:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or 2. a statement of any such circumstances.

Original Provision	Amended Provision
<p>(2) Where a notice is deposited under Clause (1) of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause (1)2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of shareholders, or the Company may published its report on the website of the Hong Kong Stock Exchange or in one or more newspapers specified by it within foregoing deadline. Once an announcement is made, all shareholders are deemed to have received the aforementioned copies.</p> <p>(3) If the resignation notice of an accounting firm contains any statement mentioned in Clause (1)2 of this Article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>	<p>(2) Where a notice is deposited under Clause (1) of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause (1)2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also sendprovide a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of shareholders, or the Company may published its report on the website of the Hong Kong Stock Exchange or in one or more newspapers specified by it within foregoing deadline. Once an announcement is made, all shareholders are deemed to have received the aforementioned copies.</p> <p>(3) If the resignation notice of an accounting firm contains any statement mentioned in Clause (1)2 of this Article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>
<p>CHAPTER 19 NOTICE</p>	<p>CHAPTER 198 NOTICE</p>
<p>Article 193 Notices of the Company can be issued via the following methods:</p> <p>(1) by personal delivery;</p> <p>(2) by mail;</p> <p>(3) by facsimile or email;</p>	<p>Article 19383 Notices of the Company can be issued via the following methods:</p> <p>(1) by personal delivery;</p> <p>(2) by mail;</p> <p>(3) by facsimile or email;</p>

Original Provision	Amended Provision
<p>(4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company’s shares are listed;</p> <p>(5) by an announcement;</p> <p>(6) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received;</p> <p>(7) any other methods approved by the relevant regulatory bodies of the place of listing of the Company’s shares or required by the Articles of Association.</p>	<p>(4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company’s shares are listed;</p> <p>(5) by an announcement;</p> <p>(6) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received;</p> <p>(7) any other methods approved by the relevant regulatory bodies of the place of listing of the Company’s shares or required by the Articles of Association.</p>
<p>Unless otherwise stated, the “announcement” referred to in the Articles of Association shall mean, as to the announcements published to the holder of Domestic Shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; in respect of announcements made to the holders of overseas listed foreign shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and the Articles of Association, such announcements must be published on the website of the Hong Kong Stock Exchange as stipulated under the listing rules of the Hong Kong Stock Exchange.</p>	<p>Unless otherwise stated, the “announcement” referred to in the Articles of Association shall mean, as to the announcements published to the holder of Domestic Shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on <u>the websites of Company or relevant stock exchanges</u> any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; in respect of announcements made to the holders of overseas listed foreign shares or announcements that are required to be made within Hong Kong in accordance with relevant regulations and the Articles of Association, such announcements must be published on the website of the Hong Kong Stock Exchange <u>and the Company’s website</u> as stipulated under the listing rules of the Hong Kong Stock Exchange.</p>

Original Provision	Amended Provision
Article 194 Article 195	Article 19484 Article 19585
CHAPTER 20 MERGER AND DIVISION OF THE COMPANY	CHAPTER 2019 MERGER AND DIVISION OF THE COMPANY
<p>Article 196 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in the Articles of Association. Shareholders who oppose the Company’s merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders to inspect.</p> <p>With regard to holders of overseas listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</p>	<p>Article 19686 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in the Articles of Association. Shareholders who oppose the Company’s merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders to inspect.</p> <p>With regard to holders of overseas listed foreign-invested shares, the aforesaid documents shall also be sent out by mail <u>or electronic means</u>.</p>
Article 197 Article 198 Article 199	Article 19787 Article 19888 Article 19989
CHAPTER 21 DISSOLUTION AND LIQUIDATION OF THE COMPANY	CHAPTER 210 DISSOLUTION AND LIQUIDATION OF THE COMPANY
Article 200 Article 201 Article 202 Article 203 Article 204 Article 205 Article 206 Article 207	Article 200190 Article 201191 Article 202192 Article 203193 Article 204194 Article 205195 Article 206196 Article 207197

Original Provision	Amended Provision
CHAPTER 22 AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY	CHAPTER 221 AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
Article 208 Article 209	Article 208198 Article 209199
Article 210 Where the amendments to the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon approvals by the company approval authorities of the State Council and the securities commission of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.	Article 21000 Where the amendments to the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon approvals by the company approval authorities of the State Council and the securities commission of the State Council <u>need the examination and approval of the competent authorities, these amendments shall be submitted thereto for approval.</u> If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.
CHAPTER 23 RESOLUTION FOR DISPUTES	CHAPTER 232 RESOLUTION FOR DISPUTES
Article 211	Article 21101
CHAPTER 24 SUPPLEMENTARY PROVISIONS	CHAPTER 243 SUPPLEMENTARY PROVISIONS
Article 212 Article 213 Article 214 Article 215 Article 216	Article 21202 Article 21303 Article 21404 Article 21505 Article 21606

APPENDIX II
Details of the Procedural Amendments

The Board proposes to make the following amendments to the Rules and Procedures for General Meeting (deleted texts are presented in strikethrough and additional texts are presented in underline):

Original Provision	Amended Provision
<p>Article 1 For the purposes of further clarifying the terms of reference of shareholders’ general meetings of Yunnan Water Investment Co., Limited (hereinafter referred to as the “Company”), of standardizing the organization and behavior of general meetings of the Company, and of maximizing the function of a general meeting, the Rules of Procedures are hereby formulated in combination with the actual circumstance of the Company and according to the regulations under the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China and the Articles of Association of Yunnan Water Investment Co., Limited (hereinafter referred to as the “Articles of Association”), other relevant laws, administrative regulations, departmental rules and relevant regulations by securities regulatory authorities of the jurisdiction where the Company’s shares are listed.</p>	<p>Article 1 For the purposes of further clarifying the terms of reference of shareholders’ general meetings of Yunnan Water Investment Co., Limited (hereinafter referred to as the “Company”), of standardizing the organization and behavior of general meetings of the Company, and of maximizing the function of a general meeting, the Rules of Procedures are hereby formulated in combination with the actual circumstance of the Company and according to the regulations under the Company Law of the People’s Republic of China (<u>2018 Amendment</u>, hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China and the Articles of Association of Yunnan Water Investment Co., Limited (hereinafter referred to as the “Articles of Association”), other relevant laws, administrative regulations, departmental rules and relevant regulations by securities regulatory authorities of the jurisdiction where the Company’s shares are listed.</p>

Original Provision	Amended Provision
<p>Article 4 The shareholders' general meeting consists of the annual meeting and extraordinary meetings.</p>	<p>Article 4 The shareholders' general meeting consists of the annual meeting <u>annual general meetings</u> and extraordinary meetings.</p>
<p>Article 5 The annual meeting shall be held once every year within six (6) months upon conclusion of the previous fiscal year. If, for any special reasons, a shareholders' general meeting is postponed, the Company shall timely explain or report such postponement to the dispatched office of the CSRC at the locality of the Company and the stock exchange where the Company's stocks are listed for trading. The Company shall also perform its disclosure obligations in accordance with requirements of the stock exchange where the Company's stocks are listed.</p>	<p>Article 5 The annual meeting <u>annual general meetings</u> shall be held once every year within six (6) months upon conclusion of the previous fiscal year. If, for any special reasons, a shareholders' general meeting is postponed, the Company shall timely explain or report such postponement to the dispatched office of the CSRC at the locality of the Company and the stock exchange where the Company's stocks are listed for trading. The Company shall also perform its disclosure obligations in accordance with requirements of the stock exchange where the Company's stocks are listed.</p>
<p>Article 6 The Company shall convene an extraordinary shareholders' general meeting within two (2) months from the date of occurrence of any event below:</p> <ol style="list-style-type: none"> (1) when the number of directors is less than the minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital; (3) where written request has been put forward by the shareholders who have more than ten percent of the total issued shares with voting rights of the Company individually or collectively; 	<p>Article 6 The Company shall convene an extraordinary shareholders' general meeting within two (2) months from the date of occurrence of any event below:</p> <ol style="list-style-type: none"> (1) when the number of directors is less than the minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital; (3) where written request has been put forward by the shareholders who have more than ten percent <u>or more</u> of the total issued shares with voting rights of the Company individually or collectively;

Original Provision	Amended Provision
<p>(4) when deemed necessary by the Board of Directors;</p> <p>(5) when requested by the Board of Supervisors;</p> <p>(6) when proposed by two or more of independent directors;</p> <p>(7) other circumstances stipulated by laws, administrative regulations, departmental regulations and the Articles of Association.</p> <p>The number of shares referred to in the aforesaid (3) shall be calculated as of the date when shareholders put forward the written request.</p> <p>In any of the circumstances referred to in (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>(4) when deemed necessary by the Board of Directors;</p> <p>(5) when requested by the Board of Supervisors;</p> <p>(6) when proposed by two or more of independent directors;</p> <p>(7) other circumstances stipulated by laws, administrative regulations, departmental regulations and the Articles of Association.</p> <p>The number of shares referred to in the aforesaid (3) shall be calculated as of the date when shareholders put forward the written request.</p> <p>In any of the circumstances referred to in (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>Article 7 Shareholders who legally and validly own the Company's shares are entitled to attend the shareholders' general meeting in person or by proxy.</p> <p>Except for the information involving the Company's business confidential information which cannot be disclosed at the shareholders' general meeting, according to the laws and regulations, the Articles of Association and the Rules of Procedures, shareholders are entitled to various rights in respect of relevant issues, such as right of information, right of speech, right of interrogatory and right of voting.</p>	<p>Article 7 Shareholders who legally and validly own the Company's shares All shareholders listed in the register of shareholders on the record date are entitled to attend the shareholders' general meeting in person or by proxy.</p> <p>Except for the information involving the Company's business confidential information which cannot be disclosed at the shareholders' general meeting, according to the laws and regulations, the Articles of Association and the Rules of Procedures, shareholders are entitled to various rights in respect of relevant issues, such as right of information, right of speech, right of interrogatory and right of voting.</p>

Original Provision	Amended Provision
<p>Article 9 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers according to law:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(3) to elect and replace supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(4) to consider and approve the reports of the Board;</p> <p>(5) to consider and approve the reports of the Board of Supervisors;</p> <p>(6) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(7) to consider and approve the Company's profit distribution plans and deficit-deduction plans;</p> <p>(8) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(9) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;</p> <p>(10) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(11) to amend the Articles of Association;</p> <p>(12) to resolve on the engagement, termination or discontinuing the appointment of the accountants;</p> <p>(13) to resolve the repurchase of the Company's Shares;</p>	<p>Article 9 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers according to law:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(3) to elect and replace supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(4) to consider and approve the reports of the Board;</p> <p>(5) to consider and approve the reports of the Board of Supervisors;</p> <p>(6) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(7) to consider and approve the Company's profit distribution plans and deficit-deduction plans;</p> <p>(8) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(9) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;</p> <p>(10) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(11) to amend the Articles of Association;</p> <p>(12) to resolve on the engagement, termination or discontinuing the appointment of the accountants <u>for auditing annual reports of the Company;</u></p> <p>(13) to resolve the repurchase of the Company's Shares;</p>

Original Provision	Amended Provision
<p>(14) to consider the fixed assets investments, external guarantees, external investments, and related/connected transactions which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental rules, provisions of the securities regulators where the Company's stocks are listed as well as the Articles of Association and other internal rules;</p> <p>(15) to consider the temporary proposals put forward by the shareholders who hold more than 3% of the total issued shares with voting rights of the Company individually or collectively;</p> <p>(16) to consider and approve changes in use of the raised capital;</p> <p>(17) to consider and approve equity incentive plan;</p> <p>(18) to consider other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed, the Articles of Association, and the Company's other internal rules.</p>	<p><u>(14) to consider the acquisition or disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;</u></p> <p><u>(15) to decide on changes in state-owned property rights of the Company and its important subsidiaries within the authority;</u></p> <p><u>(16) to consider the equity incentive plan;</u></p> <p><u>(17) to resolve on the repurchase of the Company's Shares;</u></p> <p>(148) to consider the fixed assets investments, external guarantees, external investments, and related/connected transactions which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental rules, provisions of the securities regulators where the Company's stocks are listed as well as the Articles of Association and other internal rules;</p> <p>(159) to consider the temporary proposals put forward by the shareholders who hold more than 3% or more of the total issued shares with voting rights of the Company individually or collectively;</p> <p>(16 <u>20)</u> to consider and approve changes in use of the raised capital;</p> <p>(17 <u>21)</u> to consider and approve equity incentive plan;</p> <p>(18 <u>22)</u> to consider other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed, the Articles of Association, and the Company's other internal rules.</p>

Original Provision	Amended Provision
<p>Article 18 Convening of an extraordinary general meeting or a class meeting requested by shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) The shareholders who individually or collectively hold more than 10% shares of the Company can sign one or several written requests in the same form and contents to submit to the Board of Directors to require the latter to convene an extraordinary general meeting of shareholders or a class meeting and explain the subject of the meeting. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders or a class meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>(2) Where the Board of Directors agrees to hold an extraordinary general meeting of shareholders or a class meeting, it shall send out a notice within 5 days after the resolution of the Board of Directors is made, any changes made to the original proposal in the notices shall obtain the consents of the relevant shareholders.</p>	<p>Article 18 Convening of an extraordinary general meeting or a class meeting requested by shareholder shall be proceeded in accordance with the procedures set forth below:</p> <p>(1) The shareholders who individually or collectively hold more than 10% <u>or more</u> shares of the Company can sign one or several written requests in the same form and contents to submit to the Board of Directors to require the latter to convene an extraordinary general meeting of shareholders or a class meeting and explain the subject of the meeting. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders or a class meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>(2) Where the Board of Directors agrees to hold an extraordinary general meeting of shareholders or a class meeting, it shall send out a notice within 5 days after the resolution of the Board of Directors is made, any changes made to the original proposal in the notices shall obtain the consents of the relevant shareholders.</p>

Original Provision	Amended Provision
<p>(3) Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or class meeting or fails to give a reply within 10 days upon receipt of the proposal, the shareholders that solely or collectively hold more than 10% shares of the Company shall have the right to propose the Board of Supervisors to hold an extraordinary general meeting of shareholders, and shall put forward the request to the Board of Supervisors in written form.</p>	<p>(3) Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or class meeting or fails to give a reply within 10 days upon receipt of the proposal, the shareholders that solely or collectively hold more than 10% shares of the Company shall have the right to propose the Board of Supervisors to hold an extraordinary general meeting of shareholders, and shall put forward the request to the Board of Supervisors in written form.</p>
<p>(4) Where the Board of Supervisors agrees to hold an extraordinary general meeting of shareholders or a class meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consents of the relevant shareholders.</p>	<p>(4) Where the Board of Supervisors agrees to hold an extraordinary general meeting of shareholders or a class meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consents of the relevant shareholders.</p>
<p>(5) Where the Board of Supervisors does not send out a notice to convene the extraordinary general meeting of shareholders or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors will not convene or preside over the shareholders' general meeting or class meeting, and the shareholders that solely or collectively hold more than 10% shares of the Company for consecutively 90 or more days may hold or preside over the meeting on their own initiatives.</p>	<p>(5) Where the Board of Supervisors does not send out a notice to convene the extraordinary general meeting of shareholders or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors will not convene or preside over the shareholders' general meeting or class meeting, and the shareholders that solely or collectively hold more than 10% shares of the Company for consecutively 90 or more days may hold or preside over the meeting on their own initiatives.</p>

Original Provision	Amended Provision
<p>Article 24 To convene a shareholders' general meeting, the Company shall give written notice 45 days before the date of meeting (including the date of meeting), informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall return the written replies of attendance to the Company 20 days before the date of meeting.</p>	<p>Article 24 To convene <u>an annual</u> general meeting, the Company shall give written notice 45 20 days before the date of meeting (including the date of meeting) <u>and to convene an extraordinary general meeting of shareholders, the Company shall give written notice 15 days before the date of meeting,</u> informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall return the written replies of attendance to the Company 20 days before the date of meeting.</p>
<p>Article 25 The Company shall, based on the written replies received 20 days before the date of the shareholders' general meeting, calculate the number of shares with voting rights represented by the shareholders who intend to attend the meeting. If the number of shares with voting rights represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total shares with voting rights, the Company may hold the shareholders' general meeting. Otherwise, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered, and the date and place of the meeting. Upon the publication of the announcement, the Company may convene the shareholders' general meeting.</p>	<p>Article 25 The Company shall, based on the written replies received 20 days before the date of the shareholders' general meeting, calculate the number of shares with voting rights represented by the shareholders who intend to attend the meeting. If the number of shares with voting rights represented by the shareholders who intend to attend the meeting reaches one half or more of the Company's total shares with voting rights, the Company may hold the shareholders' general meeting. Otherwise, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered, and the date and place of the meeting. Upon the publication of the announcement, the Company may convene the shareholders' general meeting.</p>

Original Provision	Amended Provision
<p>Article 27 A notice of general meetings shall:</p> <p>(1) be given in writing;</p> <p>(2) specify the time, place, duration and form of the meeting;</p> <p>(3) set out the matters and proposals to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, 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 agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p> <p>(5) In the event that any of the Director, Supervisor, General Manager or other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, General Manager or other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p>	<p>Article 27 A notice of general meetings shall:</p> <p>(1) be given in writing;</p> <p>(2) specify the time, place, date, duration and form of the meeting;</p> <p>(3) set out the matters and proposals to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to exercise an informed judgment on the proposals before them, including (but not limited to) where a proposal is made to amalgamate the Company with another company, to repurchase shares of the Company, 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 agreement, if any, and the reasons for and consequences of such proposal must be seriously explained;</p> <p>(5) In the event that any of the Director, Supervisor, General Manager or other senior management has material interests at stake in matters to be discussed, the nature and extent of the interests at stake shall be disclosed. If the matters to be discussed affect any Director, Supervisor, General Manager or other senior management as a shareholder in a manner different from how they affect the same type of other shareholders, the difference shall be explained;</p>

Original Provision	Amended Provision
<p>(6) contain the text of any special resolution proposed to be passed at the meeting;</p> <p>(7) specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(8) contain a clear statement that all shareholders are entitled to attend and vote at a shareholders' general meeting, or appoint proxy to attend and vote on his/her behalf in written form. A proxy need not be a shareholder of the Company;</p> <p>(9) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and</p> <p>(10) specify the name and the phone number of the contact person of the meeting.</p>	<p>(6) contain the text of any special resolution proposed to be passed at the meeting;</p> <p>(7) specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(8) contain a clear statement that all shareholders are entitled to attend and vote at a shareholders' general meeting, or appoint proxy to attend and vote on his/her behalf in written form. A proxy need not be a shareholder of the Company;</p> <p>(9) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and</p> <p>(10) specify the name and the phone number of the contact person of the meeting.</p>
<p>In cases where the shareholders' general meeting is conducted through network or by other means, the notice of shareholders' general meeting shall state clearly the voting time and voting procedures through network or by other means.</p>	<p>In cases where the shareholders' general meeting is conducted through network or by other means, the notice of shareholders' general meeting shall state clearly the voting time and voting procedures through network or by other means.</p>

Original Provision	Amended Provision
<p>Article 32 The power of attorney issued by a shareholder to entrust a proxy to attend the shareholders’ general meeting shall be in writing and include the following contents:</p> <p>(1) the name of the proxy;</p> <p>(2) whether the proxy has the voting right or not;</p> <p>(3) the instructions to vote for, against or abstain from voting on each item to be considered by the shareholders’ general meeting respectively;</p> <p>(4) the issuance date and expiry date of the power of attorney;</p> <p>(5) whether the proxy has the voting right over temporary proposal which may be included in the agenda of the shareholders’ general meeting or not, and specific instruction of voting if voting power is granted;</p> <p>(6) the signature (or seal) of the appointer. Where the appointer is a shareholder of the legal person, the instrument shall be made additionally under the seal of the legal person.</p> <p>(7) the power of attorney shall indicate that the shareholder proxy can vote according to his/her own opinions if the shareholder does not make specific instructions.</p>	<p>Article 32 The power of attorney issued by a shareholder to entrust a proxy to attend the shareholders’ general meeting shall be in writing and include the following contents:</p> <p>(1) the name of the proxy;</p> <p>(2) whether the proxy has the voting right or not;</p> <p>(3) the instructions to vote for, against or abstain from voting on each item to be considered by the shareholders’ general meeting respectively;</p> <p>(4) the issuance date and expiry date of the power of attorney;</p> <p>(5) whether the proxy has the voting right over temporary proposal which may be included in the agenda of the shareholders’ general meeting or not, and specific instruction of voting if voting power is granted;</p> <p>(6) the signature (or seal) of the appointer. Where the appointer is a shareholder of the legal person, the instrument shall be made additionally under the seal of the legal person <u>and under the hand of its legal representative.</u></p> <p>(7) the power of attorney shall indicate that the shareholder proxy can vote according to his/her own opinions if the shareholder does not make specific instructions.</p>

Original Provision	Amended Provision
<p>Article 35 The location for the Company to convene a shareholders’ general meeting shall be at the Company’s domicile or other places specified in the Articles of Association.</p> <p>An assembly room will be set up for the shareholders’ general meeting and the meeting will be held in the form of live meeting. The Company may also provide a safe, economical and convenient network or other means for the convenience of shareholders to attend the shareholders’ general meeting according to the relevant provisions. Shareholders attend the shareholders’ general meeting through the aforesaid means shall be considered as present.</p> <p>Shareholders may attend and vote at the shareholders’ general meeting in person, or authorize proxies to attend the meeting and vote within the scope of authority granted by the power of attorney.</p>	<p>Article 35 The location for the Company to convene a shareholders’ general meeting shall be at the Company’s domicile or other places specified in the Articles of Association <u>notice</u>.</p> <p>An assembly room will be set up for the shareholders’ general meeting and the meeting will be held in the form of live meeting. The Company may also provide a safe, economical and convenient network or other means for the convenience of shareholders to attend the shareholders’ general meeting according to the relevant provisions. Shareholders attend the shareholders’ general meeting through the aforesaid means shall be considered as present.</p> <p>Shareholders may attend and vote at the shareholders’ general meeting in person, or authorize proxies to attend the meeting and vote within the scope of authority granted by the power of attorney.</p>
<p>Article 47 When the shareholders’ general meeting is held and the presider of the meeting violates the Rules of Procedures and makes it difficult for the shareholders’ general meeting to continue, the shareholders’ general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting.</p>	<p>Article 47 When the shareholders’ general meeting is held and the presider of the meeting violates the Rules of Procedures and makes it difficult for the shareholders’ general meeting to continue, the shareholders’ general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting shall <u>shall proceed</u>.</p>

Original Provision	Amended Provision
<p>Article 57 The matters which require the sanction of a special resolution at a general meeting include:</p> <p>(1) the increase in or reduction of registered share capital, issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) issuance of the Company’s debentures or listing;</p> <p>(3) the division, merger, dissolution and liquidation or the change of the corporate form;</p> <p>(4) equity incentive plan;</p> <p>(5) amendments to the Articles of Association of the Company;</p> <p>(6) the fixed assets investments, external guarantees, external investments, and related/connected transactions which should be submitted to the shareholders’ general meeting for examination in accordance with the relevant laws, administrative regulations, departmental rules, provisions of the securities regulators where the Company’s stocks are listed as well as the Company’s Articles of Association and other internal rules; and</p> <p>(7) other matters prescribed in the laws, administrative regulations and the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders’ general meeting, which may have a significant impact on the Company and require to be passed by way of a special resolution.</p>	<p>Article 57 The matters which require the sanction of a special resolution at a general meeting include:</p> <p>(1) the increase in or reduction of registered share capital, issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(2) issuance of the Company’s debentures or listing;</p> <p>(3) the division, merger, dissolution and liquidation or the change of the corporate form;</p> <p>(4) equity incentive plan;</p> <p>(5) amendments to the Articles of Association of the Company;</p> <p>(6) <u>matters relating to the purchases or disposals of material assets or guarantees made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company;</u></p> <p><u>(7) consider and implement equity incentive plan;</u></p> <p>(68) the fixed assets investments, external guarantees, external investments, and related/connected transactions which should be submitted to the shareholders’ general meeting for examination in accordance with the relevant laws, administrative regulations, departmental rules, provisions of the securities regulators where the Company’s stocks are listed as well as the Company’s Articles of Association and other internal rules; and</p> <p>(79) other matters prescribed in the laws, administrative regulations, <u>Hong Kong Stock Exchange Listing Rules</u> and the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders’ general meeting, which may have a significant impact on the Company and require to be passed by way of a special resolution.</p>

Original Provision	Amended Provision
<p>Chapter VIII SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p>	<p>Chapter VIII SPECIAL VOTING PROCEDURES FOR CLASS SHAREHOLDERS</p>
<p>Article 82 Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>Article 83 Rights conferred on any class of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Articles 94 to 98 of the Articles of Association.</p> <p>Article 84 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class of shareholders;</p> <p>(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights 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 affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p>	<p>Article 82 Shareholders who hold different classes of shares shall be class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>Article 83 Rights conferred on any class of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Articles 94 to 98 of the Articles of Association.</p> <p>Article 84 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class of shareholders;</p> <p>(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights 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 affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p>

Original Provision	Amended Provision
(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class;	(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class;
(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;	(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;
(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;	(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;
(6) to remove or reduce rights of such class of shares to receive payments from the Company in any particular currency;	(6) to remove or reduce rights of such class of shares to receive payments from the Company in any particular currency;
(7) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares of such class;	(7) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares of such class;
(8) to restrict the transfer or ownership of the shares of such class or to increase any such restrictions;	(8) to restrict the transfer or ownership of the shares of such class or to increase any such restrictions;
(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;	(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;
(10) to increase the rights or privileges of another class;	(10) to increase the rights or privileges of another class;
(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such restructuring;	(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such restructuring;
(12) to vary or abrogate the provisions in the Articles of Association.	(12) to vary or abrogate the provisions in the Articles of Association.

Original Provision	Amended Provision
<p>Article 85 Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (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>Article 85 Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (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>Article 86 The meaning of an “Interested Shareholder” stated above is:</p> <ol style="list-style-type: none"> (1) in the case of a repurchase of shares by offers to all shareholders in the same proportion or public dealing on a stock exchange in accordance with the provisions of Article 29 of the Articles of Association, a controlling shareholder within the meaning of Article 59 in the Articles of Association; (2) in the case of a repurchase of shares by an off-market contract under Article 29 of the Articles of Association, a shareholder to whom the proposed contract is related; (3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class. 	<p>Article 86 The meaning of an “Interested Shareholder” stated above is:</p> <ol style="list-style-type: none"> (1) in the case of a repurchase of shares by offers to all shareholders in the same proportion or public dealing on a stock exchange in accordance with the provisions of Article 29 of the Articles of Association, a controlling shareholder within the meaning of Article 59 in the Articles of Association; (2) in the case of a repurchase of shares by an off-market contract under Article 29 of the Articles of Association, a shareholder to whom the proposed contract is related; (3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.
<p>Article 87 Resolutions of a class of shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favor of such resolutions in accordance with Article 94 of the Articles of Association.</p>	<p>Article 87 Resolutions of a class of shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favor of such resolutions in accordance with Article 94 of the Articles of Association.</p>

Original Provision	Amended Provision
<p>Article 88 The written notice of a class meeting shall be given by the Company 45 days before the meeting to be held to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Company 20 days before the meeting to be held. The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>	<p>Article 88 The written notice of a class meeting shall be given by the Company 45 days before the meeting to be held to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. The shareholders who intend to attend the meeting shall send their written replies of attendance to the Company 20 days before the meeting to be held. The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of that class.</p>
<p>Article 89 If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such class with voting right at the meeting, the Company may convene a class meeting; if not, the Company should, within 5 days, notify the shareholders, through making an announcement with the issues to be considered at the meeting, meeting date and place, and then the Company may convene a class meeting.</p>	<p>Article 89 If the number of shares with voting right on the meeting held by shareholders who intend to attend meeting reaches more than half of the total number of the shares of such class with voting right at the meeting, the Company may convene a class meeting; if not, the Company should, within 5 days, notify the shareholders, through making an announcement with the issues to be considered at the meeting, meeting date and place, and then the Company may convene a class meeting.</p>
<p>Article 90 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p>	<p>Article 90 Notice of class meetings need only be served on shareholders entitled to vote thereat.</p>
<p>Article 91 Class meetings shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders. The provisions of the Articles of Association relating to the conduct of any general meeting of shareholders shall apply to any class meeting.</p>	<p>Article 91 Class meetings shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders. The provisions of the Articles of Association relating to the conduct of any general meeting of shareholders shall apply to any class meeting.</p>

Original Provision	Amended Provision
<p>Article 92 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p>	<p>Article 92 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.</p>
<p>Article 93 The special procedures for voting by class shareholders shall not apply in the following circumstances:</p>	<p>Article 93 The special procedures for voting by class shareholders shall not apply in the following circumstances:</p>
<p>(1) where the Company issues, upon the approval by special resolution of its shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued domestic shares or overseas listed foreign shares;</p>	<p>(1) where the Company issues, upon the approval by special resolution of its shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued domestic shares or overseas listed foreign shares;</p>
<p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares;</p>	<p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and foreign shares;</p>
<p>(3) upon obtaining approval from the competent securities regulatory authorities of the State Council, shareholders of domestic shares of the Company can transfer their shares to foreign investors, and list and trade in foreign stock exchange.</p>	<p>(3) upon obtaining approval from the competent securities regulatory authorities of the State Council, shareholders of domestic shares of the Company can transfer their shares to foreign investors, and list and trade in foreign stock exchange.</p>

Original Provision	Amended Provision
CHAPTER IX MINUTES OF AND ANNOUNCEMENTS ON THE SHAREHOLDERS' GENERAL MEETING	CHAPTER IXVIII MINUTES OF AND ANNOUNCEMENTS ON THE SHAREHOLDERS' GENERAL MEETING
Article 94 Article 95 Article 96 Article 97 Article 98 Article 99 Article 100 Article 101 Article 102 Article 103 Article 104 Article 105 Article 106	Article 9482 Article 9583 Article 9684 Article 9785 Article 9886 Article 9987 Article 10088 Article 10189 Article 10290 Article 10391 Article 10492 Article 10593 Article 10694
CHAPTER X AUTHORITY GRANTED TO THE BOARD OF DIRECTORS BY THE SHAREHOLDERS' GENERAL MEETING	CHAPTER XIX AUTHORITY GRANTED TO THE BOARD OF DIRECTORS BY THE SHAREHOLDERS' GENERAL MEETING
Article 107 Article 108	Article 10795 Article 10896
CHAPTER XI SUPPLEMENTAL PROVISIONS	CHAPTER XI SUPPLEMENTAL PROVISIONS
Article 109 Article 110 Article 111	Article 10997 Article 11098 Article 11199
Article 112 Upon approval by the shareholders' general meeting of the Company, the Rules of Procedures shall come into force from the day when the overseas listed foreign shares (H shares) issued by the Company are listed on the Hong Kong Stock Exchange.	Article 10012 Upon approval by the shareholders' general meeting of the Company, the Rules of Procedures shall come into force from the day when the overseas listed foreign shares (H shares) issued by the Company are listed on the Hong Kong Stock Exchange.
Article 113 Article 114	Article 11301 Article 11402