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中国铁建

CRCC High-Tech Equipment Corporation Limited

中國鐵建高新裝備股份有限公司

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

(Stock Code: 1786)

ANNOUNCEMENT
(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS; AND (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS

This announcement is made by CRCC High-Tech Equipment Corporation Limited (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

To safeguard the legitimate rights and interests of the Company, its shareholders, employees, and creditors, regulate the organization and acts of the Company, and improve the modern enterprise system with Chinese characteristics, the Company intends to make amendments to the relevant provisions of the articles of association of CRCC High-Tech Equipment Corporation Limited (the "**Articles of Association**"), the rules of procedure for general meetings of CRCC High-Tech Equipment Corporation Limited (the "**Rules of Procedure for General Meetings**") and the rules of procedure for board meetings of CRCC High-Tech Equipment Corporation Limited (the "**Rules of Procedure for Board Meetings**") in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Rules for General Meetings of Listed Companies and the Listing Rules and other relevant laws, regulations and departmental rules, and propose to authorize the secretary to the board of the Company to make all necessary applications, approvals, registration and filings and other related matters (including revisions to wordings as required by the relevant PRC authorities) in connection with the amendments to the Articles of Association.

In addition, the Company intends to abolish the supervisory committee of the Company (the "**Supervisory Committee**") and have the audit and risk management committee of the board of directors (the "**Board**") to exercise the powers and functions of the Supervisory Committee as stipulated in the Company Law. The rules of procedure for meetings of the supervisory committee of CRCC High-Tech Equipment Corporation Limited and other relevant rules shall be abolished accordingly.

Given that certain parts of the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings involve the interests of class shareholders of the Company (the "**Class Shareholders**"), such proposed amendments are divided into four proposals according to whether the interests of Class Shareholders are involved. On 30 July 2025, the Board considered and approved the Resolution on Amendments to the Articles of Association of CRCC High-Tech Equipment Corporation Limited (I) and Abolishment of the Supervisory Committee ("**Appendix I**") and the Resolution on Amendments to the Rules of Procedure for General Meetings of CRCC High-Tech Equipment Corporation Limited (I) ("**Appendix II**"), which do not involve the interests of Class Shareholders; and the Resolution on Amendments to the Articles of Association of CRCC High-Tech Equipment Corporation Limited (II) ("**Appendix III**") and the Resolution on Amendments to the Rules of Procedure for General Meetings of CRCC High-Tech Equipment Corporation Limited (II) ("**Appendix IV**"), which involve the interests of Class Shareholders. The proposed amendments to the Rules of Procedure for Board Meetings do not involve the interests of Class Shareholders, and the Board considered and approved the Resolution on Amendments to the Rules of Procedure for Board Meetings of CRCC High-Tech Equipment Corporation Limited ("**Appendix V**") on the same day.

The Board believes that the proposed amendments to the Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for Board Meetings comply with the Core Shareholder Protection Standards set out in Appendix A1 to the Listing Rules, will not impair the protection of the Company's shareholders, will not have a significant impact on the relevant shareholder protection measures, and will not adversely affect the Company's business operations, and are in line with the interests of the Company and its shareholders as a whole.

The Board has considered and agreed to submit the proposed amendments in Appendix I and Appendix III (by way of special resolutions) and the proposed amendments in Appendix II, Appendix IV and Appendix V (by way of ordinary resolutions) to the extraordinary general meeting of the Company (the "**EGM**") for consideration and approval, and the proposed amendments in Appendix I and Appendix II will become effective from the date of being considered and approved at the EGM. The Board has considered and agreed to submit the proposed amendments in Appendix III and Appendix IV to the 2025 first H shareholders class meeting (the "**H Shareholders Class Meeting**") and the 2025 first domestic shareholders class meeting (the "**Domestic Shareholders Class Meeting**") of the Company for consideration and approval by way of special resolutions, and the proposed amendments in Appendix III and Appendix IV will become effective from the date of being considered and approved at the EGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting. A circular containing, amongst other things, the details of the proposed amendments to the Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for Board Meetings will be published as soon as practicable.

By Order of the Board
CRCC High-Tech Equipment Corporation Limited
Tong Pujiang
Chairman

Kunming, the PRC, 30 July 2025

As at the date of this announcement, the Board of the Company comprises Mr. Tong Pujiang, Mr. Xiang Daqiang, Mr. Chen Yongxiang and Mr. Mo Bin, as executive Directors; Mr. Lyu Jing and Mr. Xie Huagang, as non-executive Directors; and Mr. Wu Yuntian, Mr. Na Pengjie and Ms. Chu Ching, as independent non-executive Directors.

APPENDICES

APPENDIX I:

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 1 General Provisions	**Chapter 1 General Provisions**
1.	**Article 1** These Articles of Association have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), ~~the Special Regulations of the State Council for the Share Offerings and Listings Overseas of Joint Stock Limited Companies (the "Special Regulations"), the Mandatory Provisions of Articles of Association of Companies That List Overseas(the "Mandatory Provisions"),~~ the Guidelines for the Articles of Association of Listed Companies (the "AOA Guidelines"), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Constitution of the Communist Party of China and other relevant laws of the People's Republic of China (the "PRC") (which, for the purposes of these Articles of Association, does not include the laws of the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan) in order to protect the lawful rights and interests of CRCC High-Tech Equipment Corporation Limited (the "Company") and its shareholders and creditors, ~~and~~ regulate the organization and acts of the Company.	**Article 1** These Articles of Association have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Guidelines for the Articles of Association of Listed Companies (the "AOA Guidelines"), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited **(the "Listing Rules")**, the Constitution of the Communist Party of China and other relevant laws of the People's Republic of China (the "PRC") (which, for the purposes of these Articles of Association, does not include the laws of the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan) in order to protect the lawful rights and interests of CRCC High-Tech Equipment Corporation Limited (the "Company") and its shareholders**, employees** and creditors, regulate the organization and acts of the Company**, and improve the modern enterprise system with Chinese characteristics**.
2.		**Article 3 On 22 September 2015, as approved by the China Securities Regulatory Commission (the "CSRC"), the Company issued 531,900,000 overseas listed foreign investment shares (the "H Shares"), which were listed on The Stock Exchange of Hong Kong Limited (the "SEHK") on 16 December 2015.**

Articles of Association		
No.	**Original Article**	**Amended Article**
3.	**Article 3** The Company's registered name: ~~Full name in Chinese:~~ 中國鐵建高新裝備股份限公司	**Article 4** The Company's registered name: 中國鐵建高新裝備股份限公司 **Full name in English: CRCC High-Tech Equipment Corporation Limited**
4.	**Article 4** The Company's domicile: No. 384, Yangfangwang, Jinma Township, ~~Kunming City~~ Postal code: 650215	**Article 5** The Company's domicile: No. 384, Yangfangwang, Jinma Township, **China (Yunnan) Pilot Free Trade Zone** Postal code: 650215
5.		**Article 6 The registered capital of the Company is RMB1,519,884,000.**
6.	~~**Article 5** The legal representative of the Company shall be the chairman of its Board of Directors.~~	**Article 7 The chairman of the Board of Directors, who executes the affairs of the Company on behalf of the Company, shall be the legal representative of the Company.** **If the chairman of the Board of Directors resigns, he/she shall be deemed to have resigned as the legal representative at the same time.** **If the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of resignation of the legal representative.**
7.		**Article 8 The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.** **Restrictions on the authority of the legal representative stipulated in the Articles of Association or by the general meeting shall not be used against a bona fide third party.** **If the legal representative causes damage to others while performing duties, the Company shall bear civil liability. After assuming such liability, the Company may, in accordance with the laws or the Articles of Association, seek recourse from the legal representative at fault.**

Articles of Association		
No.	**Original Article**	**Amended Article**
8.	Original Article 10, with adjusted position and revised wording	**Article 10 Shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its assets.**
9.	**Article 7** ~~These Articles of Association shall enter effect on the date that the Company's overseas listed foreign investment shares are listed and begin trading on the Stock Exchange of Hong Kong (the "SEHK"). The Company's current Articles of Association shall automatically become null and void on the date that these Articles of Association enter into effect.~~ These Articles of Association shall become a legally binding document that regulates the organization and acts of the Company and the rights and obligations between the Company and the shareholders and between shareholders inter se from the date on which they become effective.	**Article 11** These Articles of Association shall become a legally binding document that regulates the organization and acts of the Company and the rights and obligations between the Company and the shareholders and between shareholders inter se from the date on which they become effective**, and are legally binding on the Company, its shareholders, directors and senior management**. **According to these Articles of Association, shareholders may sue other shareholders, the Company's directors or other senior management and the Company, and the Company may sue shareholders, directors, and senior management.**
10.	~~**Article 8** These Articles of Association shall be binding upon the Company and its shareholders, directors, supervisors, General Manager and other senior management members after it becomes effective. All the above persons may make claims related to Company matters in accordance with these Articles of Association.~~ ~~Subject to Article 267 of these Articles of Association, shareholders may sue shareholders; shareholders may sue directors, supervisors, the General Manager and other senior management members of the Company; shareholders may sue the Company; and the Company may sue shareholders, directors, supervisors, the General Manager and other senior management members in accordance with these Articles of Association.~~ ~~For the purposes of the preceding paragraph, the term "sue" shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
11.	**Article 9** For the purposes of these Articles of Association, the term "~~other~~ senior management members" means the Company's Deputy General Manager, Chief Accountant, Chief Economist, Chief Engineer and Secretary to the Board and other personnel that the Board of Directors may engage.	**Article 12** For the purposes of these Articles of Association, the term "senior management members" means the Company's **General Manager,** Deputy General Manager, Chief Accountant, Chief Economist, Chief Engineer and Secretary to the Board and other personnel that the Board of Directors may engage.
12.	~~**Article 10** All the assets of the Company are divided into shares of equal value. Shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its assets.~~	Adjusted the position to the amended Article 10 with revised wording
13.	~~**Article 11** The Company may invest in other limited liability companies and joint stock limited companies. Its liability towards an investee company shall be limited to the extent of the amount of capital contributed thereto.~~	
14.	**Article 12** In accordance with the requirements of the Constitution of the Communist Party of China, an organization of the Communist Party of China shall be established in the Company. ~~The Party Committee shall play a leadership role, provide direction, manage the overall situation, ensure implementation, and discuss and decide on major issues of the Company in accordance with regulations. The working committee of the Party shall be established within the Company, and shall be equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.~~	**Article 13** In accordance with the requirements of the Constitution of the Communist Party of China, an organization of the Communist Party of China shall be established in the Company **to carry out Party activities. The Company shall provide necessary conditions for the activities of the Party organization.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 3 Shares and Registered Capital	**Chapter 3 Shares**
		Section 1 Issuance of Shares
15.	**Article 16** ~~All the shares issued by the Company are common shares. The Company may have other classes of shares according to its needs, upon approval by the authorities that are authorized by the State Council.~~ The shares of the Company shall take the form of share certificates.	**Article 17** The shares of the Company shall take the form of share certificates.
16.	**Article 17** ~~All the shares issued by the Company shall have a par value, which shall be RMB¥1 for each share.~~ ~~For the purposes of the preceding paragraph, "RMB¥" or "Renminbi" means the legal tender of the PRC.~~	**Article 18** **The par value of the shares issued by the Company shall be denominated in RMB.**
17.	**Article 18** The shares of the Company shall be issued in accordance with the principles of openness, equitability and fairness. Each share of the same class ~~shall carry~~ the same rights. Shares of the same class and the same issue shall be issued on the same conditions and at the same price. ~~Any entity or individual~~ shall pay the same price for each of the shares it/he subscribes for.	**Article 19** The shares of the Company shall be issued in accordance with the principles of openness, equitability and fairness. Each share of the same class **carries** the same rights. Shares of the same class and the same issue shall be issued on the same conditions and at the same price. **A subscriber** shall pay the same price for each of the shares it/he subscribes for.
18.	**Article 19** ~~The Company may offer shares to domestic investors and foreign investors following the approval by the China Securities Regulatory Commission (the "CSRC").~~ For the purposes of the preceding paragraph, the term "foreign investors" shall mean investors from foreign countries or from the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company, and the term "domestic investors" shall mean investors inside the PRC, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	**Article 20** **The Company shall, in accordance with the laws, complete registration or filing procedures with the CSRC for the issuance of shares to domestic and foreign investors.** For the purposes of the preceding paragraph, the term "foreign investors" shall mean investors from foreign countries or from the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company, and the term "domestic investors" shall mean investors inside the PRC, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

Articles of Association		
No.	**Original Article**	**Amended Article**
19.	**Article 20** Shares issued by the Company to domestic investors to be subscribed for in Renminbi are referred to as "domestic investment shares". Shares issued by the Company to foreign investors to be subscribed for in foreign currency are referred to as "foreign investment shares". Foreign investment shares which are listed outside the PRC are referred to as "overseas-listed foreign investment shares". For the purposes of the preceding paragraph, the term "foreign currency" means the legal tender, other than the Renminbi, of another country or region that can be used to pay subscription moneys to the Company and which is recognized by the competent state foreign exchange control authority. Foreign shares issued by the Company and listed in Hong Kong are referred to as "H Shares". H Shares are shares which have been admitted for listing on SEHK with a par value denominated in RMB and are subscribed and traded in Hong Kong dollars. ~~Domestic shares can be converted into H Shares after obtaining the approval from the State Council or its authorized bodies or the consent of the SEHK.~~ ~~Upon obtaining an approval from the securities regulatory authorities of the State Council, domestic shareholders of the Company may transfer the Company's shares held by them to overseas investors and have such shares listed and traded publicly overseas.~~ Shares ~~transferred~~ and listed on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange. The listing and trading on such overseas stock exchange of shares so ~~transferred~~ do not need approval by voting in any meetings ~~of class shareholders~~.	**Article 21** Shares issued by the Company to domestic investors to be subscribed for in Renminbi are referred to as "domestic investment shares". Shares issued by the Company to foreign investors to be subscribed for in foreign currency are referred to as "foreign investment shares". Foreign investment shares which are listed outside the PRC are referred to as "overseas-listed foreign investment shares". For the purposes of the preceding paragraph, the term "foreign currency" means the legal tender, other than the Renminbi, of another country or region that can be used to pay subscription moneys to the Company and which is recognized by the competent state foreign exchange control authority. Foreign shares issued by the Company and listed in Hong Kong are referred to as "H Shares". H Shares are shares which have been admitted for listing on SEHK with a par value denominated in RMB and are subscribed and traded in Hong Kong dollars. **The conversion of unlisted domestic shares held by the Company's domestic shareholders into overseas listed shares for listing and trading on an overseas trading venue shall comply with the relevant regulations of the CSRC, and the Company shall be entrusted to file with the CSRC.** Shares **converted** and listed on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange. The listing and trading on such overseas stock exchange of shares so **converted** do not need approval by voting in any **general** meetings.

Articles of Association		
No.	**Original Article**	**Amended Article**
20.	**Article 21** The domestic investment shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited.	**Article 22** The domestic investment shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited. **The overseas listed shares issued by the Company are primarily deposited with the trustee company under the Hong Kong Securities Clearing Company Limited.**
21.	**Article 22** ~~Following the approval by China Railway Construction Corporation, the Company issued a total 987,984,000 common shares, representing 100 percent of the Company's outstanding common shares, to its sponsor at the time of its establishment, and all of them were subscribed for, and are held by, the sponsor.~~	**Article 23 The promoters of the Company are China Railway, CRCIC, CRCIG, CCECC and CRCC Sino-Africa Construction, subscribing to 968,224,320 shares, 4,939,920 shares, 4,939,920 shares, 4,939,920 shares and 4,939,920 shares, respectively. The method of contribution for all promoters is conversion of net assets into shares, with the contribution date being 24 June 2015. The total number of shares issued at the establishment of the Company is 987,984,000 shares, with a par value of RMB1 per share.**
22.	**Article 23** ~~After its establishment, the Company, following the approval by the CSRC, issued 531,900,000 overseas-listed foreign investment shares (H shares).~~ ~~Upon completion of the issue of overseas-listed foreign shares, the share capital structure of the Company shall comprise~~ 1,519,884,000 ~~ordinary~~ shares, ~~including 987,984,000 shares held by the sponsor and 531,900,000 shares held by holders of H shares.~~	**Article 24 The total number of shares issued by the Company is** 1,519,884,000 shares, **all of which are ordinary shares.**
23.	~~**Article 24** After the Company's plan for the offering of domestic investment shares and overseas listed foreign investment shares has been approved by the CSRC, the Board of Directors of the Company may arrange for implementation of such plan by means of separate issues.~~ ~~The Company's plans for the offerings of domestic investment shares and overseas listed foreign investment shares in accordance with the preceding paragraph may be implemented separately within 15 months from the date of approval by the CSRC.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
24.	~~**Article 25** If the Company offers domestic investment shares and overseas listed foreign investment shares separately within the total number of shares specified in the offer plan, each such offering shall be fully subscribed for in one time. If special circumstances make it impossible for each such offering to be fully subscribed for in one time, the shares may be offered in installments, subject to the approval of the CSRC.~~	
25.	~~**Article 26** Registered capital of the Company before the issue of H shares was RMB987,984,000. Upon completion of the issue of H shares, the registered capital of the Company shall be RMB1,519,884,000. Change of the Company's registered capital is required to be handled by administration department for industry and commerce.~~	
26.	~~**Article 27** Save as otherwise provided in laws, regulations and SEHK, shares in the Company may be transferred freely and shall be clear of any lien. The transfer of overseas-listed foreign investment shares listed in Hong Kong shall be registered with the local share registrar appointed by the Company.~~	
27.	~~**Article 28** The Company shall not accept its own share certificates as the subject matter of a pledge.~~	Adjusted the position to the amended Article 32 with revised wording

Articles of Association		
No.	**Original Article**	**Amended Article**
28.	~~**Article 29** The shares of the Company held by the sponsor shall not be transferred within a year from the date of establishment of the Company. Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of their listing on any stock exchange.~~ ~~The directors, supervisors and senior management members of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings. During his or her term of service, he or she may not transfer more than 25% of his or her total holding of the Company's same class of shares each year; holding of the Company's shares may not be transferred within a year from the date of their listing. Any of them may not transfer the Company's shares he or she holds within 6 months after his or her departure from the Company. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of SEHK.~~	Adjusted the position to the amended Article 33 with revised wording

Articles of Association		
No.	**Original Article**	**Amended Article**
29.	~~**Article 30** If a director, supervisor or senior officer of the Company, or a holder of at least 5percent of the shares of the Company, sells the shares of the Company that he or she holds within six months after acquiring the same, or buys such shares back within six months after selling the same, the gains obtained there from shall belong to the Company and the Board of Directors of the Company shall recover such gains from him or her. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of SEHK. However, a securities company that underwrote shares on a firm commitment basis and which, after purchasing the shares remaining after the sale, holds at least 5 percent of the shares shall not be subject to the six month time limit when selling such shares.~~ ~~If the Board of Directors of the Company fails to act in accordance with the preceding paragraph, shareholders shall have the right to demand that the Board of Directors act within 30 days. If the Board of Directors of the Company fails to act within such time period, shareholders shall have the right, in the interests of the Company, to directly institute a legal action in a court in their own name.~~ ~~If the Board of Directors of the Company fails to act in accordance with the first paragraph, the responsible directors shall be jointly and severally liable in accordance with the law.~~	Adjusted the position to the amended Article 34 with revised wording

Articles of Association		
No.	**Original Article**	**Amended Article**
30.		**Article 25 The Company or its subsidiaries (including affiliated enterprises) shall not provide financial assistance in the form of gifts, advances, guarantees, loans, or otherwise to any person for the acquisition of shares of the Company or its parent company, except in cases where the Company implements an employee stock ownership plan.** **For the benefit of the Company, and upon resolution of the general meeting or the Board as authorized by these Articles of Association or the general meeting, the Company may provide financial assistance for the acquisition of shares of the Company or its parent company. However, the cumulative amount of such financial assistance shall not exceed ten percent of the total issued share capital. A Board resolution for such financial assistance shall be approved by at least two-thirds of all directors.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 4 Increase or Reduction of Capital and Buyback of Shares	**Section 2 Increase or Reduction of Capital and Buyback of Shares**
31.	**Article 31** Based on its business and development requirements, the Company may increase its capital in accordance with the law and subject to ~~relevant requirements of these Articles of Association~~, by any of the following methods: (1) ~~public~~ offering of shares; (2) ~~private placement~~ of shares; (3) allotment of new shares to existing shareholders; (4) conversion of funds in the ~~capital~~ common reserve to share capital; or (5) other methods ~~permitted~~ by laws and administrative regulations ~~or approved by the securities regulatory department of the State Council~~. ~~If the Company is to increase its capital by an offering of new shares, it shall do so by the procedure provided for in relevant state laws after such increase has been approved in accordance with these Articles of Association.~~	**Article 26** Based on its business and development requirements, the Company may increase its capital in accordance with the law**s and regulations** and subject to **resolution at the general meeting**, by any of the following methods: (1) offering of shares **to unspecified targets**; (2) **offering** of shares **to specified targets**; (3) allotment of new shares to existing shareholders; (4) conversion of funds in the common reserve to share capital; or (5) other methods **prescribed** by laws and administrative regulations **and the CSRC**.

Articles of Association		
No.	**Original Article**	**Amended Article**
32.	~~**Article 33** If the Company is to reduce its capital, it must prepare a balance sheet and a list of its property.~~ ~~The Company shall notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital and publish a public announcement of the resolution in newspapers at least three times within 30 days. Creditors shall, within 30 days of receiving written notice, or within 45 days of the date of the public announcement for those who have not received written notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security for repayment.~~ ~~The reduced registered capital of the Company may not be less than the statutory minimum.~~	Adjusted the position to the amended Article 192 with revised wording

Articles of Association		
No.	**Original Article**	**Amended Article**
33.	**Article 34** The Company ~~may, in the following circumstances, purchase its own shares in accordance with the requirements of laws, administrative regulations, departmental rules and these Articles of Association~~: (1) reduce its capital; (2) merger with another company holding shares of the Company; (3) to apply shares in the employee shareholding scheme or equity incentives; (4) a shareholder opposes a resolution on the merger or division of the Company adopted at a general meeting and requests that the Company purchase his or her shares; or (5) to utilize shares for conversion of corporate bonds which are convertible into shares issued by the Company (6) where it is necessary to safeguard its value and the rights and interests of its shareholders. ~~Except under the above circumstances, the Company may not purchase its own shares.~~	**Article 28** The Company **shall not repurchase its own shares, except under the following circumstances**: (1) reduce its capital; (2) merger with another company holding shares of the Company; (3) to apply shares in the employee shareholding scheme or equity incentives; (4) a shareholder opposes a resolution on the merger or division of the Company adopted at a general meeting and requests that the Company purchase his or her shares; or (5) to utilize shares for conversion of corporate bonds which are convertible into shares issued by the Company (6) where it is necessary to safeguard its value and the rights and interests of its shareholders.
34.	**Article 35** The Company may purchase its own shares through public and centralized trading or other methods as permitted by laws and regulations and the CSRC. Where the Company purchases its owns Shares in the circumstances set out in item (3), item (5) and item (6) of Article ~~34~~ of these Articles of Association, such purchase shall be conducted through public and centralized trading method.	**Article 29** The Company may purchase its own shares through public and centralized trading or other methods as permitted by laws and **administrative** regulations and the CSRC. Where the Company purchases its owns Shares in the circumstances set out in item (3), item (5) and item (6) of Article **28** of these Articles of Association, such purchase shall be conducted through public and centralized trading method.

Articles of Association		
No.	**Original Article**	**Amended Article**
35.	~~**Article 36** If the Company is to buy back shares by agreements outside a stock exchange, prior approval shall be obtained from the general meeting in accordance with these Articles of Association. Upon the prior approval by the general meeting obtained in the same manner, the Company may terminate or vary a contract concluded in the manner set forth above or waive any of its rights under such contract.~~ ~~For the purposes of the preceding paragraph, "contracts for the buyback of shares" shall include but not be limited to agreements whereby buyback obligations are undertaken and buyback rights are acquired.~~ ~~The Company may not transfer a contract for the buyback of its own shares or any of its rights thereunder.~~ ~~With respect to redeemable shares which the Company has the right to buyback, if the buyback is to be made in a manner other than through the market or by tender, the buyback price must be limited to a maximum price; if the buyback is to be made by tender, tenders shall be available to all shareholders alike.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
36.	**Article 37** The purchase by the Company of its own shares for circumstances specified in item (1) and item (2) of Article ~~34~~ of these Articles of Association shall require a resolution of the general meeting. If the Company purchases its own shares for circumstances specified in item (3), item (5) and item (6) of Article ~~34~~ of these Articles of Association, a Board resolution thereon may, pursuant to the requirements of these Articles of Association or the mandate of the general meeting, be passed at a Board meeting that is attended by at least two-thirds of directors. Upon repurchase of its own Shares by the Company pursuant to Article ~~34~~ of these Articles of Association, if such repurchase constitutes the circumstance set out in item (1) of Article ~~34~~, it shall cancel such shares within 10 days from the date of the purchase. If the Company purchases its shares for the reason specified in item (2) or item (4), it shall transfer or cancel such shares within six months. If the Company purchases it shares for the reason specified in item (3), item (5) and item (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within 3 years. ~~If the Company cancels shares, it shall carry out the registration of the change in its registered capital with its original registrar.~~ ~~The amount of the Company's registered capital shall be reduced by the total par value of the shares canceled.~~ ~~If the repurchase and cancellation of the shares are otherwise stipulated in the relevant regulations by the regulatory authority and stock exchange of the places where the Company's shares are listed, such regulations shall prevail.~~	**Article 30** The purchase by the Company of its own shares for circumstances specified in item (1) and item (2) of Article **28** of these Articles of Association shall require a resolution of the general meeting. If the Company purchases its own shares for circumstances specified in item (3), item (5) and item (6) of Article **28** of these Articles of Association, a Board resolution thereon may, pursuant to the requirements of these Articles of Association or the mandate of the general meeting, be passed at a Board meeting that is attended by at least two-thirds of directors. Upon repurchase of its own Shares by the Company pursuant to Article **28** of these Articles of Association, if such repurchase constitutes the circumstance set out in item (1) of Article **28**, it shall cancel such shares within 10 days from the date of the purchase. If the Company purchases its shares for the reason specified in item (2) or item (4), it shall transfer or cancel such shares within six months. If the Company purchases it shares for the reason specified in item (3), item (5) and item (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within 3 years.

Articles of Association		
No.	**Original Article**	**Amended Article**
37.	~~**Article 38** Unless the Company has already entered the liquidation stage, it must comply with the following provisions in buying back its outstanding shares:~~ ~~(1) if the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share offer made to buy back the old shares;~~ ~~(2) if the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of the Company's distributable profit and/or from the proceeds of a fresh share offer made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:~~ ~~(i) if the shares being bought back were issued at their par value, the amount shall be deducted from the book balance of the Company's distributable profit;~~ ~~(ii) if the shares being bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and/or the proceeds of a fresh share offer made to repurchase the old shares; however, the amount deducted from the proceeds of the fresh share offer may not exceed the total premium obtained at the time of issuance of the old shares nor may it exceed the amount in the Company's premium account (or capital common reserve account) (including the premiums from the fresh share offer) at the time of the buyback;~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(3) the sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profit:~~ ~~(i) acquisition of the right to buy back its own shares;~~ ~~(ii) amendment of any contract for the buyback of its own shares;~~ ~~(iii) release from any of its obligations under a buyback contract;~~ ~~(4) after the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares which corresponds to the par value of the shares bought back shall be credited to the Company's premium account (or capital common reserve account).~~	
38.		**Article 31 The shares of the Company may be transferred in accordance with the laws.**
39.	Original Article 28, with adjusted position and revised wording	**Article 32 The Company shall not accept its own shares as the subject matter of a pledge.**

Articles of Association		
No.	**Original Article**	**Amended Article**
40.	Original Article 29, with adjusted position and revised wording	**Article 33 Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of their listing on any stock exchange.** **The directors and senior management members of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings. During his or her term of service determined upon appointment, he or she may not transfer more than 25% of his or her total holding of the Company's same class of shares each year; holding of the Company's shares may not be transferred within a year from the date of their listing. Any of them may not transfer the Company's shares he or she holds within 6 months after his or her departure from the Company. The transfer restriction on H shares shall also be subject to the relevant requirements of the Listing Rules.**

Articles of Association		
No.	**Original Article**	**Amended Article**
41.	Original Article 30, with adjusted position and revised wording	**Article 34 If a holder of at least 5 percent of the shares of the Company, a director or senior officer of the Company, sells the shares or other securities in equity nature of the Company that he or she holds within six months after acquiring the same, or buys such shares or securities back within six months after selling the same, the gains obtained there from shall belong to the Company and the Board of Directors of the Company shall recover such gains from him or her. However, a securities company that underwrote shares on a firm commitment basis and which, after purchasing the shares remaining after the sale, holds at least 5 percent of the shares, or other circumstances prescribed by the CSRC, shall not be subject to such restriction.** **The shares or other securities in equity nature held by directors, senior officers or natural person shareholders referred to in the preceding paragraph include those held by their spouses, parents, or children, as well as those held through accounts of others.** **If the Board of Directors of the Company fails to act in accordance with the first paragraph of this article, shareholders shall have the right to demand that the Board of Directors act within 30 days. If the Board of Directors of the Company fails to act within such time period, shareholders shall have the right, in the interests of the Company, to directly institute a legal action in a People's Court in their own name.** **If the Board of Directors of the Company fails to act in accordance with the first paragraph of this article, the responsible directors shall be jointly and severally liable in accordance with the law.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~**Chapter 5 Financial Assistance for the Purchase of Company Shares**~~	
42.	~~**Article 39** Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to purchasers or prospective purchasers of shares of the Company. Purchasers of shares of the Company as referred to above shall include persons that directly or indirectly assume obligations as a result of purchasing shares of the Company.~~ ~~Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to the above obligors in order to reduce or release them from their obligations.~~ ~~The provisions of this Article shall not apply to the circumstances described in Article 41 of this Chapter.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
43.	~~**Article 40** For the purposes of this Chapter, the term "financial assistance" shall include but not be limited to financial assistance in the forms set forth below:~~ ~~(1) gift;~~ ~~(2) security (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligation by the obligor), indemnity (not including, however, indemnity arising from the Company's own fault), release or waiver of rights;~~ ~~(3) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled before the obligations of the other party to the contract, or the amendment of, or the transfer of rights under, such loan or contract;~~ ~~(4) financial assistance in any other forms if the Company is insolvent or has no net assets or if such assistance would lead to a major reduction in the Company's net assets.~~ ~~The expression "Incurring an obligation" referred to in this Chapter includes the incurring of obligations by the changing of the obligor's financial position by way of a contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
44.	~~**Article 41** The acts listed below shall not be regarded as acts prohibited under Article 39 of this Chapter:~~ ~~(1) where the Company provides the relevant financial assistance genuinely for the benefits of the Company and the main purpose of the financial assistance is not the purchase of shares of the Company, or the financial assistance is an incidental part of some overall plan of the Company;~~ ~~(2) lawful distribution of the Company's property in the form of dividends;~~ ~~(3) distribution of dividends in the form of shares;~~ ~~(4) reduction of registered capital, buyback of shares, adjustment of the equity structure, etc. in accordance with these Articles of Association;~~ ~~(5) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit); and~~ ~~(6) the provision of money by the Company for an employee shareholding scheme (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit).~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 6 Share Certificates and Register of Shareholders	**Chapter 4 Shareholders and General Meetings**
		Section 1 General Provisions for Shareholders
45.	**Article 42** The Company's shares shall be registered shares. ~~The Company's share certificates shall clearly state the following main particulars:~~ ~~(1) the Company's name;~~ ~~(2) the date of incorporation of the Company;~~ ~~(3) the class of shares, par value and the number of shares represented thereby;~~ ~~(4) the serial number of the share certificate;~~ ~~(5) During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the title documents relating to the securities listed on the Hong Kong Stock Exchange (including the H share certificates) contain the following statements, and shall instruct and procure the shares registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he submits such properly executed forms to the share registrars which shall include the following statements:~~ ~~(i) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, other relevant laws and these Articles of Association;~~	**Article 35** The Company's shares shall be registered shares.

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(ii) the share purchaser agrees with each shareholder, director, supervisor, General Manager and senior officer of the Company and the Company acting for itself and for each director, supervisor, General Manager and senior officer agrees with each shareholder to refer all differences and claims arising from these Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant PRC laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these 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;~~ ~~(iii) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;~~ ~~(iv) the share purchaser authorizes the Company to enter into a contract on his or her behalf with each director, General Manager and other senior officer whereby such directors, General Manager and other senior management members undertake to observe and comply with their obligations to the shareholders stipulated in these Articles of Association;~~ ~~(6) other particulars that the Company Law, the Special Regulations and the stock exchange where the Company's shares are listed require be recorded thereon.~~ ~~The overseas-listed foreign investment shares issued by the Company may, in accordance with the laws of the place of listing and securities depository practice, take the form of overseas depository receipts or other forms of share derivatives.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
46.	~~**Article 43** The share certificates shall be signed by the legal representative of the Company. If the signatures of other senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such other senior management members. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The affixing of the Company's seal on the share certificates shall require the authorization of the Board of Directors. The signature of the Chairman of the Board of Directors or of other relevant senior management members on the share certificates may also be in printed form.~~ ~~If the Company's shares are issued and traded in paperless form, the regulations of the securities regulator of the place where the shares of the Company are listed shall apply.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
47.	**Article 44** ~~The Company shall keep a register of shareholders, in which the following particulars shall be recorded:~~ ~~(1) the name, address (domicile), profession or nature of each shareholder;~~ ~~(2) the class and quantity of shares held by each shareholder;~~ ~~(3) the amount paid or payable for the shares held by each shareholder;~~ ~~(4) the serial numbers of the shares held by each shareholder;~~ ~~(5) the date on which each shareholder is registered as such; and~~ ~~(6) the date on which each shareholder ceases to be a shareholder.~~ ~~The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary.~~ ~~All movements or transfer of overseas listed foreign shares shall be recorded in the register of holders of overseas listed foreign shares of the Company which is required to be kept in the place where such shares are listed pursuant to these Articles of Association.~~	**Article 36** **The Company shall establish a register of members based on the evidence provided by the share registrar, and the register of members shall be sufficient proof of the shareholders' ownership of the Company's shares. Shareholders shall enjoy rights and bear obligations based on the class of shares they hold; shareholders holding the same class of shares shall enjoy equal rights and bear the same obligations.** **The branch register of members of the Company in Hong Kong must be available for inspection by shareholders. However, the Company may close the register of members in accordance with provisions equivalent to Section 632 of the Hong Kong Companies Ordinance.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions: …… (4) As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receiving the share certificate for the relevant shares and the notices of the Company, and to attend and exercise all voting rights attached to the relevant shares in the general meetings of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares.	If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions: …… (4) As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receiving the share certificate for the relevant shares and the notices of the Company, and to attend and exercise all voting rights attached to the relevant shares in the general meetings of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares.
48.	~~**Article 45** The Company may, pursuant to an understanding or agreement reached between the CSRC and the foreign securities regulator, keep its register of holders of overseas listed foreign investment shares outside the PRC, and appoint an overseas agent to administer the same. The original copy of register of holders of H shares shall be maintained in Hong Kong.~~ ~~The Company shall keep at its domicile a duplicate of the register of holders of overseas listed foreign investment shares. The appointed overseas agent shall ensure that the register of holders of overseas listed foreign investment shares and its duplicate are consistent at all times.~~ ~~If the original and duplicate of the register of holders of overseas listed foreign investment shares are inconsistent, the original shall prevail.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
49.	~~**Article 46** The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts:~~ ~~(1) a register kept at the Company's domicile other than those provided for under items (2) and (3) of this paragraph;~~ ~~(2) the register of holders of overseas listed foreign investment shares kept in the place of the overseas stock exchange on which the shares are listed; the original of the register of holders of overseas listed shares listed on the SEHK shall be kept in Hong Kong; and~~ ~~(3) registers of shareholders kept in such other places as the Board of Directors may decide necessary for listing of the Company's shares.~~	
50.	~~**Article 47** The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.~~ ~~Changes to and corrections of each part of the register of shareholders shall be carried out in accordance with the laws of its situs.~~ ~~Shares of the Company may be transferred, gifted, succeeded to and mortgaged in accordance with relevant laws and these Articles of Association. When shares are transferred and assigned, registration shall be carried out with the share registrar appointed by the Company.~~ ~~The Company must instruct and cause each of its share registrars not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of the transfer of such shares bearing the statements set forth in item (5) of the second paragraph of Article 42.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
51.	~~**Article 48** All overseas listed foreign investment shares listed in Hong Kong for which the share capital has been paid in full may be transferred freely in accordance with the Articles of Association. The Board of Directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer is carried out in compliance with the following conditions:~~ ~~(1) payment of HK$2.50 per instrument of transfer or higher charge as agreed at such time by the SEHK has been made to the Company for the purpose of registering the instrument of transfer and other documents relating to or which may affect the title to the shares;~~ ~~(2) the instrument of transfer only involves overseas listed foreign investment shares listed in Hong Kong;~~ ~~(3) the stamp duty payable on the instrument of transfer as required by Hong Kong laws has been paid;~~ ~~(4) relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the Board of Directors have been provided;~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(5) if the shares are to be transferred to joint holders, the number of registered joint holders may not exceed four; and~~ ~~(6) the relevant shares are not encumbered by any Company lien.~~ ~~All transfers of overseas listed foreign investment shares shall be effective with a written instrument of transfer in general or ordinary form or such other form as acceptable to the Board of Directors. If the transferor or transferee of the Company's shares is a recognized clearing house as defined by relevant ordinances of Hong Kong laws in force from time to time (a "Recognized Clearing House") or an agent thereof, the signature on the written instrument of transfer may be signed by hand or in mechanically-printed form. All instruments of transfer must be kept at the legal address of the Company or other place as may be designated by the Board of Directors from time to time.~~	
52.	**Article 49** ~~No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.~~ Where ~~otherwise~~ required by laws , administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or regulatory authority of the place where the Company's shares are listed, such requirements shall apply.	**Article 37** Where required by laws , administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or regulatory authority of the place where the Company's shares are listed **in respect of the period for closure of register of members before the convening of a general meeting or before the record date for dividend distribution**, such requirements shall apply.

Articles of Association		
No.	**Original Article**	**Amended Article**
53.	**Article 50** When the Company is to convene a general meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of ~~equity interests~~, the Board of Directors shall ~~decide upon a date as~~ the date of record. Shareholders whose names appear on the register at closing on the date of record shall be the shareholders entitled to the relevant rights and interests.	**Article 38** When the Company is to convene a general meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of **the identity of shareholders**, the Board of Directors **or the convener of general meeting** shall **determine** the date of record. Shareholders whose names appear on the register at closing on the date of record shall be the shareholders entitled to the relevant rights and interests.
54.	~~**Article 51** Any person that challenges the register of shareholders and requests that his or her name be entered into or removed from the register may apply to the competent court for rectification of the register.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
55.	**Article 52** Any shareholder who is registered in the register of shareholders or any person who requests that his name be entered into the register of shareholders may, if his share certificate (the "original share certificate") is lost, apply to the Company for issuance of a replacement certificate in respect of such shares (the "relevant shares"). Applications for the replacement of share certificates from holders of domestic investment shares who have had their certificates stolen or damaged, or who have lost the same shall be handled in accordance with relevant provisions of the Company Law. Applications for the replacement of share certificates from holders of overseas-listed foreign investment shares who have had their certificates stolen or damaged, or who have lost the same may be handled in accordance with the laws, stock exchange rules or other relevant regulations of the place where the original of the register of holders of overseas listed foreign investment shares is kept. ~~Where a holder of H shares who has lost his or her share certificate applies for replacement thereof, such replacement shall comply with the following requirements:~~ ~~(1) the applicant shall submit the application in the standard form prescribed by the Company accompanied by a notarial certificate or statutory declaration; the notarial certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and evidence of the loss of the share certificate and a declaration that no other person may request registration as a shareholder in respect of the relevant shares;~~ ~~(2) the Company shall not have received any declaration requesting registration as a shareholder in respect of the shares from any person other than the applicant before it decides to issue a replacement share certificate;~~	**Article 39** Any shareholder who is registered in the register of shareholders or any person who requests that his name be entered into the register of shareholders may, if his share certificate (the "original share certificate") is lost, apply to the Company for issuance of a replacement certificate in respect of such shares (the "relevant shares"). Applications for the replacement of share certificates from holders of domestic investment shares who have had their certificates stolen or damaged, or who have lost the same shall be handled in accordance with relevant provisions of the Company Law. Applications for the replacement of share certificates from holders of overseas-listed foreign investment shares who have had their certificates stolen or damaged, or who have lost the same may be handled in accordance with the laws, stock exchange rules or other relevant regulations of the place where the original of the register of holders of overseas listed foreign investment shares is kept.

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(3) if the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to do so in the newspapers or periodicals designated by the Board of Directors; the period of the public announcement shall be 90 days, during which its publication shall be repeated at least once every 30 days;~~ ~~(4) before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with publication after having received a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange; the announcement shall be displayed in the stock exchange for a period of 90 days;~~ ~~If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the relevant shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish;~~ ~~(5) if, at the expiration of the 90-day periods provided for in items (3) and (4) hereof, the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate in accordance with the application of the applicant;~~ ~~(6) when the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders; and~~ ~~(7) all expenses of the Company for the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable security.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
56.	~~**Article 53** After the Company has issued a replacement share certificate in accordance with these Article of Association, it may not delete from the register of shareholders the name of a bona fide purchaser of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he or she is a bona fide purchaser).~~	
57.	~~**Article 54** The Company shall not be liable for damages in respect of any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.~~	
	~~**Chapter 7 Rights and Obligations of the Shareholders**~~	
58.	~~**Article 55** The Company's shareholders are persons that lawfully hold shares of the Company and whose names are entered in the register of shareholders.~~ ~~Shareholders shall enjoy rights and bear obligations according to the class and quantity of shares held by them. Holders of shares of the same class shall enjoy equal rights and bear equal obligations.~~ ~~The holders of domestic investment shares and H shares are shareholders of different classes. Holders of each class of shares of the Company shall enjoy equal rights in any distribution of dividends or otherwise.~~ ~~A legal person that is a shareholder of the Company shall have its rights exercised by the person authorized by its legal representative or by way of a resolution of its board of directors or other decision making body.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
59.	~~**Article 56** With respect to holders of overseas listed foreign investments shares, if two or more persons are registered as joint holders of any share, they shall be deemed co-owners of the relevant share, and shall be subject to the following restrictions:~~ ~~(1) the Company may not register more than four persons as the joint holders of any share;~~ ~~(2) the joint holders of any share shall be jointly and severally liable for the payment of all amounts payable in connection with the relevant share;~~ ~~(3) if one of the joint shareholders should die, only the surviving joint shareholder(s) shall be deemed by the Company as owner(s) of the relevant share; however, the Board of Directors shall have the right for the purpose of revising the register of shareholders to require the surviving joint shareholder(s) to provide a death certificate deemed appropriate by it;~~ ~~(4) with respect to the joint holders of any share, only the joint shareholder listed first on the register of shareholders shall have the right to receive the certificate for the relevant share from the Company, receive notices from the Company, attend general meeting of the Company and exercise the voting rights attaching to the relevant share; furthermore, any notices served on the aforementioned person shall be deemed served on all of the joint holders of the relevant share.~~ ~~If one joint shareholder issues the Company a receipt in respect of any dividends, bonus or capital returns payable to such joint shareholders, the same shall be deemed a valid receipt issued to the Company by the joint shareholders.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
60.	**Article 57** Holders of ~~common~~ shares of the Company shall enjoy the following rights ~~in accordance with applicable laws and these Articles of Association~~: (1) to ~~collect~~ dividends and other distributions in proportion to the quantity of shares held by them; (2) to request, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the law and to exercise the corresponding voting rights; (3) to oversee the Company's ~~business activities~~, and to make recommendations or inquiries; (4) to transfer, gift or pledge shares held by them in accordance with laws, ~~relevant regulations of the securities regulator of the place where Company shares are listed~~ and these Articles of Association; (5) ~~to obtain relevant information in accordance with these Articles of Association, which shall include:~~ ~~(i) obtaining a copy of the Articles of Association of the Company after payment of a charge to cover costs;~~ ~~(ii) being entitled, after payment of reasonable charges, to examine and copy:~~ ~~(1) all parts of the register of shareholders;~~ ~~(2) personal information on the directors, supervisors, General Manager and other senior management members of the Company, including:~~ ~~(a) current and previous names and aliases;~~ ~~(b) principal address (domicile);~~	**Article 40** Holders of shares of the Company shall enjoy the following rights: (1) to **receive** dividends and other distributions in proportion to the quantity of shares held by them; (2) to request **to hold**, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the law and to exercise the corresponding **rights of speech and** voting rights **(unless a shareholder is required to abstain from voting on specific matters under the Listing Rules)**; (3) to oversee the Company's **operations**, and to make recommendations or inquiries; (4) to transfer, gift or pledge shares held by them in accordance with laws, **administrative regulations** and these Articles of Association; (5) **to inspect and copy these Articles of Association, register of members, minutes of general meetings, resolutions of Board meetings, and financial and accounting reports; shareholders meeting the specified requirements may also inspect the Company's accounting books and vouchers;** (6) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them; (7) to request that the Company purchase their shares when they oppose a resolution on the merger or division of the Company adopted at a general meeting; and (8) other rights conferred by laws, administrative regulations, department rules and these Articles of Association.

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(c) nationality;~~ ~~(d) full-time and all other, part-time occupations and positions;~~ ~~(e) documents of identity and their numbers;~~ ~~(iii) the state of the Company's issued share capital and shareholders' special resolution;~~ ~~(iv) reports of the aggregate par value, quantity, and highest and lowest prices of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor;~~ ~~(v) the counterfoils of corporate bonds, minutes of general meetings, Board resolutions, Supervisory Committee resolutions and financial and accounting reports; and~~ ~~(vi) copy of the latest annual return filed with the State Administration for Industry & Commerce of the People's Republic of China or other authorities (if applicable).~~ ~~The Company shall make the foregoing documents available at its domicile and at its place of business in Hong Kong for review by shareholders.~~ (6) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them; (7) to request that the Company purchase their shares when they oppose a resolution on the merger or division of the Company adopted at a general meeting; and (8) other rights conferred by laws, administrative regulations, department rules and these Articles of Association.	

Articles of Association		
No.	**Original Article**	**Amended Article**
61.	**Article 58** If a shareholder asks to review the information mentioned in Article ~~57~~ or makes a request for information, he or she shall submit to the Company written documents evidencing the class and number of shares he or she holds. The Company shall provide the same as requested by the shareholder after authenticating his or her identity.	**Article 41** **Shareholders requesting to inspect or copy relevant materials of the Company shall comply with the provisions of the Company Law, Securities Law, and other applicable laws and administrative regulations.** If a shareholder asks to review the information mentioned in Article **40** or makes a request for information, he or she shall submit to the Company written documents evidencing the class and number of shares he or she holds. The Company shall provide the same as requested by the shareholder after authenticating his or her identity.

Articles of Association		
No.	**Original Article**	**Amended Article**
62.	**Article 60** If a resolution of the general meeting or Board of Directors of the Company violates a law or administrative regulation, shareholders have the right petition a ~~court~~ to invalidate the resolution. If the procedure for convening or the method of voting at a general meeting or a meeting of the Board of Directors violates a law, administrative regulation or these Articles of Association, or if the contents of a resolution breaches these Articles of Association, shareholders have the right to petition a ~~court~~ to revoke such resolution within 60 days from the date on which the resolution was adopted.	**Article 43** If a resolution of the general meeting or Board of Directors of the Company violates a law or administrative regulation, shareholders have the right **to** petition a **People's Court** to invalidate the resolution. If the procedure for convening or the method of voting at a general meeting or a meeting of the Board of Directors violates a law, administrative regulation or these Articles of Association, or if the contents of a resolution breaches these Articles of Association, shareholders have the right to petition a **People's Court** to revoke such resolution within 60 days from the date on which the resolution was adopted. **However, this does not apply if the convening procedures or voting methods of the general meeting or Board meeting have only minor flaws that do not materially affect the resolution.** **If the Board, shareholders or other relevant parties dispute the validity of a resolution of general meeting, they shall promptly file a lawsuit with a People's Court. Before the People's Court issues a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of general meeting. The Company, directors, and senior management shall earnestly perform their duties to ensure the normal operation of the Company.** **If the People's Court issues a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the requirements of the CSRC and the SEHK, fully explaining the impact. and shall actively cooperate in implementing the judgment or ruling after it takes effect. If it involves correcting prior matters, the Company shall handle them promptly and fulfill the corresponding information disclosure obligations.**

Articles of Association		
No.	**Original Article**	**Amended Article**
63.		**Article 44 A resolution of the Company's general meeting or board of directors shall be deemed invalid under any of the following circumstances:** **(1) a resolution is made without convening a general meeting or board meeting;** **(2) the general meeting or board meeting does not vote on the resolution matter;** **(3) the number of attendees or the voting rights held do not meet the requirements stipulated in the Company Law or these Articles of Association;** **(4) the number of persons or the voting rights held approving the resolution do not meet the requirements stipulated in the Company Law or these Articles of Association.**
64.	**Article 61** ~~Subject to Article 267 hereof,~~ ~~if~~ a director or a senior officer violates a law or breaches these Articles of Association in performing his or her Company duties, thereby causing the Company to sustain a loss, a shareholder who alone has held or shareholders who together have held at least 1 percent of the Company's shares for at least 180 days in succession have the right to request in writing that the ~~Supervisory Committee~~ institute a legal action in a People's Court. If the ~~Supervisory Committee~~ violates a law or breaches these Articles of Association in performing its Company duties, thereby causing the Company to sustain a loss, shareholders may request in writing that the Board of Directors institute a legal action in a People's Court.	**Article 45 If** a director or a senior officer **other than members of the audit and risk management committee** violates a law **or administrative regulation** or breaches these Articles of Association in performing his or her Company duties, thereby causing the Company to sustain a loss, a shareholder who alone has held or shareholders who together have held at least 1 percent of the Company's shares for at least 180 days in succession have the right to request in writing that the **audit and risk management committee** institute a legal action in a People's Court. If the **audit and risk management committee** violates a law **or administrative regulation** or breaches these Articles of Association in performing its Company duties, thereby causing the Company to sustain a loss, **the above-mentioned** shareholders may request in writing that the Board of Directors institute a legal action in a People's Court.

Articles of Association		
No.	**Original Article**	**Amended Article**
	If the ~~Supervisory Committee~~ or the Board of Directors refuses to institute a legal action after receipt of the written request from the shareholders as mentioned in the preceding paragraph, or fails to institute a legal action within 30 days from the date of receipt of the request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph have the right, in the interests of the Company, to directly institute a legal action in a People's Court in their own name. If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may institute a legal action in a People's Court pursuant to the preceding two paragraphs.	If the **audit and risk management committee** or the Board of Directors refuses to institute a legal action after receipt of the written request from the shareholders as mentioned in the preceding paragraph, or fails to institute a legal action within 30 days from the date of receipt of the request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph have the right, in the interests of the Company, to directly institute a legal action in a People's Court in their own name. If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may institute a legal action in a People's Court pursuant to the preceding two paragraphs. **If a director, supervisor or senior officer of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the provisions of these Articles of Association while performing their duties, causing losses to the Company, or if a third party infringes upon the legitimate rights and interests of the wholly-owned subsidiary of the Company and causes losses, shareholders who individually or collectively hold more than one percent of the Company's shares for at least 180 consecutive days may, in accordance with the first three paragraphs of Article 189 of the Company Law, submit a written request to the supervisory committee or board of directors of the wholly-owned subsidiary to file a lawsuit with a People's Court, or directly file a lawsuit in their own name with a People's Court. If the wholly-owned subsidiary of the Company does not have a supervisory committee or supervisor but has an audit committee, the provisions of the first and second paragraphs of this article shall apply.**
65.	**Article 62** If a director or senior officer violates a laws or breaches these Articles of Association, thereby harming the interests of a shareholder, such shareholder may institute a legal action in a People's Court.	**Article 46** If a director or senior officer violates a law **or administrative regulation** or breaches these Articles of Association, thereby harming the interests of a shareholder, such shareholder may institute a legal action in a People's Court.

Articles of Association		
No.	**Original Article**	**Amended Article**
66.	**Article 63** Holders of ~~common~~ shares of the Company bear the following obligations: (1) to comply with laws, administrative regulations and these Articles of Association; (2) to pay subscription moneys according to the shares subscribed for by them and the method of acquiring such shares; (3) not to ~~return their shares~~ except in circumstances specified in laws and regulations; (4) not to abuse their shareholders' rights to harm the interests of the Company or those of other shareholders; not to abuse the Company's independent legal person status or shareholders' limited liability to harm the interests of the Company's creditors; ~~If a shareholder abuses his or her shareholder rights, thereby causing the Company or another shareholder to sustain a loss, he or she shall be held liable for damages in accordance with the law;~~	**Article 47** Holders of shares of the Company bear the following obligations: (1) to comply with laws, administrative regulations and these Articles of Association; (2) to pay subscription moneys according to the shares subscribed for by them and the method of acquiring such shares; (3) not to **withdraw their share capital** except in circumstances specified in laws and regulations; (4) not to abuse their shareholders' rights to harm the interests of the Company or those of other shareholders; not to abuse the Company's independent legal person status or shareholders' limited liability to harm the interests of the Company's creditors; (**5**) other obligations imposed by laws**,** **administrative regulations** and these Articles of Association.
67.	~~If a shareholder abuses the Company's independent legal person status or shareholders' limited liability to evade a debt, thereby materially harming the interests of a creditor of the Company, he or she shall bear joint and several liability for the debt of the Company;~~ ~~(5) if a holder of at least 5 percent of the voting shares of the Company wishes to create a pledge over his or her shares, he or she shall report the same in writing to the Company on the date such pledge is created; and~~ (~~6~~) other obligations imposed by laws and these Articles of Association. ~~Shareholders shall not bear any liability for further contributions to share capital other than the conditions agreed to by the subscribers for the shares at the time of subscription.~~	**Article 48 If a shareholder abuses his or her shareholder rights, thereby causing the Company or another shareholder to sustain a loss, he or she shall be held liable for damages in accordance with the law. If a shareholder abuses the Company's independent legal person status or shareholders' limited liability to evade a debt, thereby materially harming the interests of a creditor of the Company, he or she shall bear joint and several liability for the debt of the Company.**

Articles of Association		
No.	**Original Article**	**Amended Article**
68.	~~**Article 64** The controlling shareholder and actual controller of the Company may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.~~ ~~The controlling shareholder and the actual controller of the Company bear a fiduciary duty toward the Company and retail shareholders. The controlling shareholder shall exercise its rights as an investor in strict accordance with the law. It may not use such means as a profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company and the retail shareholders.~~ ~~In addition to the obligations imposed by laws and the listing rules of the stock exchange on which Company shares are listed, the controlling shareholder of the Company may not, in exercising its shareholder powers, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below:~~ ~~(1) relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;~~ ~~(2) approving that a director or supervisor (for his or her own or another person's benefit) deprive the Company of its property in any way, including but not limited to any opportunities that are advantageous to the Company; or~~ ~~(3) approving that a director or supervisor (for his or her own or another persons benefit) deprive other shareholders of their individual rights or interests, including but not limited to rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the general meeting for adoption in accordance with these Articles of Association.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
		Section 2 Controlling Shareholder and Actual Controller
69.		**Article 49 The controlling shareholder and actual controller of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the requirements of the CSRC and the SEHK, to safeguard the interests of the listed company.**
70.		**Article 50 The controlling shareholder and actual controller of the Company shall comply with the following provisions:** **(1) exercise shareholders' rights in accordance with the law, and refrain from abusing control or using related-party relationships to harm the legitimate rights and interests of the Company or other shareholders;** **(2) strictly fulfill public statements and undertakings made, and not arbitrarily modify or waive them;** **(3) fulfill information disclosure obligations in strict accordance with relevant requirements, actively cooperate with the Company in information disclosure, and promptly inform the Company of significant events that have occurred or are planned;** **(4) not appropriate the funds of the Company in any way;** **(5) not coerce, instigate or require the Company or related personnel to provide guarantees in violation of laws or regulations;** **(6) not use undisclosed material information of the Company for personal gain, disclose such information in any way, or engage in illegal activities such as insider trading, short-swing trading or market manipulation;**

Articles of Association		
No.	**Original Article**	**Amended Article**
		(7) not harm the legitimate rights and interests of the Company or other shareholders through unfair related-party transactions, profit distribution, asset restructuring, external investments or any other means; **(8) ensure the integrity of the Company's assets, as well as its independence in personnel, finance, institutions and operations, and not affect the Company's independence in any way;** **(9) comply with other provisions of laws, administrative regulations, requirements of the CSRC, the Listing Rules and these Articles of Association.** **If the controlling shareholder or actual controller of the Company does not serve as a director but effectively manages corporate affairs, the provisions of these Articles of Association regarding the fiduciary duties and diligence obligations of directors shall apply.** **If the controlling shareholder or actual controller instructs directors or senior officers to engage in actions that harm the interests of the Company or shareholders, they shall bear joint liability with the respective directors or senior officers.**
71.		**Article 51 When the controlling shareholder or actual controller pledges the Company's shares they hold or effectively control, they shall ensure the stability of the Company's control and operations.**
72.		**Article 52 When the controlling shareholder or actual controller transfers the Company's shares they hold, they shall comply with the restrictive provisions on share transfer as stipulated by laws, administrative regulations, the CSRC and the SEHK, as well as any undertakings made regarding restriction on share transfer.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 8 General Meeting	**Section 3 General Provisions for General Meetings**
73.	**Article 65** The general meeting shall be the organ of authority of the Company and shall exercise its functions and powers in accordance with the law.	Integrated into the next article
74.	**Article 66** The general meeting shall exercise the following functions and powers: ~~(1) to decide on the business policies and investment plans of the Company;~~ (~~2~~) to elect and replace directors ~~and supervisors~~ who are not representatives of the employees and to decide on matters relating to their remuneration; (~~3~~) to consider and approve reports of the Board of Directors; ~~(4) to consider and approve reports of the Supervisory Committee;~~ ~~(5) to consider and approve the Company's annual financial budgets and final accounts;~~ (~~6~~) to consider and approve the Company's profit distribution plans and plans for making up losses; (~~7~~) to pass resolutions concerning the increase or reduction of the Company's registered capital; (~~8~~) to pass resolutions on the issuance of corporate bonds; (~~9~~) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;	**Article 53 The general meeting of the Company shall consist of all shareholders.** The general meeting **shall be the organ of authority of the Company and** shall exercise the following functions and powers **in accordance with the law**: (**1**) to elect and replace directors who are not representatives of the employees and to decide on matters relating to their remuneration; (**2**) to consider and approve reports of the Board of Directors; (**3**) to consider and approve the Company's profit distribution plans and plans for making up losses; (**4**) to pass resolutions concerning the increase or reduction of the Company's registered capital; (**5**) to pass resolutions on the issuance of corporate bonds; (**6**) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company; (**7**) to amend these Articles of Association; (**8**) to pass resolutions on the engagement **or** dismissal of accounting firms **engaging in the Company's audit business** by the Company; **(9) to consider and approve the guarantees as set out in Article 55 of these Articles of Association;**

Articles of Association		
No.	**Original Article**	**Amended Article**
	(~~10~~) to amend these Articles of Association; (~~11~~) to pass resolutions on the engagement~~,~~ dismissal ~~or non-renewal of the engagement~~ of accounting firms by the Company; ~~(12) to consider motions raised by a shareholder alone or shareholders together holding at least 3 percent of the Company's voting shares;~~ (~~13~~) to consider ~~and approve~~ matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 30 percent of the Company's audited total assets as at the most recent period; (~~14~~) to consider ~~and approve~~ equity incentive plans; ~~(15) to consider and approve matters relating to the provision of security for third parties as specified in these Articles of Association;~~ (~~16~~) to consider connected transactions that laws and~~/or the securities regulatory rules of the place where Company shares are listed~~ require the consideration and approval of the general meeting; ~~and~~ (~~17~~) to consider other matters that laws, relevant regulations of the securities regulator of the place where Company shares are listed and these Articles of Association specify require a decision by the general meeting.	(**10**) to consider matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 30 percent of the Company's audited total assets as at the most recent period; (**11**) to consider equity incentive plans **and employee stock ownership plans**; (**12**) to consider connected transactions that laws and **the Listing Rules** require the consideration and approval of the general meeting; **(13) to consider and approve the matter of changing the use of proceeds;** (**14**) to consider other matters that laws, **administrative regulations, departmental rules,** relevant regulations of the securities regulator of the place where Company shares are listed and these Articles of Association specify require a decision by the general meeting. **The general meeting may authorize the Board of Directors to resolve on the issuance of corporate bonds.**

Articles of Association		
No.	**Original Article**	**Amended Article**
75.	**Article 67** The provision by the Company of security for third parties as set forth below, shall be subject to the consideration and approval of the general meeting: (1) any security to be provided after the total amount of security provided for third parties by the Company and the subsidiaries controlled by it ~~reaches or~~ exceeds 50 percent of the audited net assets as at the most recent period; (2) any security to be provided after the total amount of security provided by the Company for third parties ~~reaches or~~ exceeds 30 percent of the audited total assets as at the most recent period; (~~3~~) any security to be provided to a recipient of such security whose asset to liability ratio exceeds 70 percent; (~~4~~) any single security the amount secured by which exceeds 10 percent of the audited net assets as at the most recent period; (~~5~~) any security to be provided for a shareholder, the actual controller or a connected person thereof; and (~~6~~) other provisions of security that laws and these Articles of Association specify be submitted to the general meeting for approval. The provision of security for third parties other than as mentioned above shall be subject to the examination and approval of the Board of Directors as authorized by the general meeting. If a director, the General Manager, a Deputy General Manager or other senior officer violates a provision on the approval authority or consideration procedure for the provision of security to third parties as specified in laws or these Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.	**Article 54** The provision by the Company of security for third parties as set forth below, shall be subject to the consideration and approval of the general meeting: (1) any security to be provided after the total amount of security provided for third parties by the Company and the subsidiaries controlled by it exceeds 50 percent of the audited net assets as at the most recent period; (2) any security to be provided after the total amount of security provided by the Company for third parties exceeds 30 percent of the audited total assets as at the most recent period; **(3) any security to be provided after the amount of security provided by the Company for third parties within a year exceeds 30 percent of the audited total assets of the Company as at the most recent period;** (**4**) any security to be provided to a recipient of such security whose asset to liability ratio exceeds 70 percent; (**5**) any single security the amount secured by which exceeds 10 percent of the audited net assets as at the most recent period; (**6**) any security to be provided for a shareholder, the actual controller or a connected person thereof; and (**7**) other provisions of security that laws and these Articles of Association specify be submitted to the general meeting for approval. The provision of security for third parties other than as mentioned above shall be subject to the examination and approval of the Board of Directors as authorized by the general meeting. If a director, the General Manager, a Deputy General Manager or other senior officer violates a provision on the approval authority or consideration procedure for the provision of security to third parties as specified in laws or these Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.

Articles of Association		
No.	**Original Article**	**Amended Article**
76.	**Article 68** Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director~~, a supervisor, the General Manager~~ or ~~other~~ senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.	**Article 55** Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director or senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.
77.	**Article 69** General meetings include annual general meetings and extraordinary general meetings. ~~In general, general meetings shall be convened by the Board of Directors.~~ Annual general meetings shall be called once a year and shall be held within six months after the end of the preceding fiscal year. The Company shall call an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (1) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association; (2) the losses of the Company that have not been made up reach one-third of its total paid in share capital; (3) such is requested in writing by a shareholder alone or shareholders together (on the date of the written request) holding at least 10 percent of the Company's shares; (4) the Board of Directors considers it necessary; (5) the ~~Supervisory Committee~~ proposes that such a meeting be held; (6) ~~at least one-half of all of the independent non-executive directors agree to propose that such a meeting be held; or~~ ~~(7)~~ other circumstance as specified in laws or these Articles of Association.	**Article 56** General meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be called once a year and shall be held within six months after the end of the preceding fiscal year. The Company shall call an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (1) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association; (2) the losses of the Company that have not been made up reach one-third of its total paid in share capital; (3) such is requested in writing by a shareholder alone or shareholders together (on the date of the written request) holding at least 10 percent of the Company's shares; (4) the Board of Directors considers it necessary; (5) the **audit and risk management committee** proposes that such a meeting be held; **or** (6) other circumstance as specified in laws**, administrative regulations, departmental rules** or these Articles of Association.

Articles of Association		
No.	**Original Article**	**Amended Article**
78.	**Article 70** The Company shall hold general meetings at its domicile or other specific location as notified in the notice of the general meeting. A meeting venue will be established for general meetings, and meetings shall be held in person. The Company will also enable shareholders to have access to the general meeting by other means as permitted by the ~~listing rules of the place where the shares of the Company are listed~~. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.	**Article 57** The Company shall hold general meetings at its domicile or other specific location as notified in the notice of the general meeting. A meeting venue will be established for general meetings, and meetings shall be held in person. The Company will also enable shareholders to have access to **and speak and vote at** the general meeting by other means as permitted by the **Listing Rules**. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.
		Section 3 Convening of General Meetings
79.	**Article 71** ~~Independent~~ non-executive directors ~~accounting for at least one-half of the Company's independent non-executive directors~~ shall have the right to propose to the Board of Directors ~~in writing~~ that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the Board of Directors does not agree to call such meeting, it shall give the reasons therefor ~~in writing~~ and publish the same in a public announcement.	**Article 58 The Board of Directors shall convene the general meeting on time and within the prescribed period.** **With the approval of more than half of all independent non-executive directors, the independent** non-executive directors shall have the right to propose to the Board of Directors that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws**, administrative regulations** and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the Board of Directors does not agree to call such meeting, it shall give the reasons therefor and publish the same in a public announcement.

Articles of Association		
No.	**Original Article**	**Amended Article**
80.	**Article 72** The ~~Supervisory Committee shall have the right to~~ propose to the Board of Directors in writing that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws and these Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the ~~Supervisory Committee~~ shall be secured if any change is to be made to the original motion in the notice. If the Board of Directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the ~~Supervisory Committee~~ may itself convene and preside over such meeting.	**Article 72** The **audit and risk management committee may** propose to the Board of Directors in writing that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws**, administrative regulations** and these Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the **audit and risk management committee** shall be secured if any change is to be made to the original motion in the notice. If the Board of Directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the **audit and risk management committee** may itself convene and preside over such meeting.

Articles of Association		
No.	**Original Article**	**Amended Article**
81.	**Article 73** A shareholder alone or shareholders together holding at least 10 percent of the Company's shares ~~shall have the right to~~ make a request to the Board of Directors in writing that it call an extraordinary general meeting. The Board of Directors shall, in accordance with laws and these Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the Board of Directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares ~~shall have the right to~~ propose to the ~~Supervisory Committee~~ in writing that it call the extraordinary general meeting. If the ~~Supervisory Committee~~ agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the ~~Supervisory Committee~~ fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.	**Article 60** A shareholder alone or shareholders together holding at least 10 percent of the Company's shares **may** make a request to the Board of Directors in writing that it call an extraordinary general meeting. The Board of Directors shall, in accordance with laws**, administrative regulations** and these Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the Board of Directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares **may** propose to the **audit and risk management committee** in writing that it call the extraordinary general meeting. If the **audit and risk management committee** agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the **audit and risk management committee** fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.

Articles of Association		
No.	**Original Article**	**Amended Article**
82.	**Article 75** If the ~~Supervisory Committee~~ or shareholders decide(s) to itself/themselves convene a general meeting, it or they must notify the Board of Directors thereof~~, and itself/themselves issue the notice calling the extraordinary general meeting. In addition to complying with the provisions of Article 82 of these Articles of Association, such notice shall comply with the following provisions:~~ ~~(1) the motions may not add new content, otherwise the proposing shareholder(s) or Supervisory Committee shall submit a new request to the Board of Directors to call a general meeting by the aforementioned procedure;~~ ~~(2) the venue of the meeting shall be the domicile of the Company.~~ Until the resolution(s) of the general meeting is/are ~~made~~, the shareholding percentages of the convening shareholders shall not be less than 10 percent.	**Article 61** If the **audit and risk management committee** or shareholders decide(s) to itself/themselves convene a general meeting, it or they must notify the Board of Directors thereof**.** Until the resolution(s) of the general meeting is/are **announced**, the shareholding percentages of the convening shareholders shall not be less than 10 percent.
83.	**Article 76** When the ~~Supervisory Committee~~ or shareholders itself/themselves convene a general meeting, the Board of Directors and the Secretary to the Board shall cooperate. The Board of Directors ~~shall~~ provide the register of shareholders as of the date of record. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities depository or the agency to obtain the same on the strength of the relevant notice or announcement convening the general meeting. The register of shareholders obtained by the convener may not be used for any purpose other than to hold the general meeting.	**Article 62** When the **audit and risk management committee** or shareholders itself/themselves convene a general meeting, the Board of Directors and the Secretary to the Board shall cooperate. The Board of Directors **will** provide the register of shareholders as of the date of record. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities depository or the agency to obtain the same on the strength of the relevant notice or announcement convening the general meeting. The register of shareholders obtained by the convener may not be used for any purpose other than to hold the general meeting.
84.	**Article 77** When the ~~Supervisory Committee~~ or shareholders itself/themselves convene a general meeting, the necessary expenses shall be borne by the Company.	**Article 63** When the **audit and risk management committee** or shareholders itself/themselves convene a general meeting, the necessary expenses shall be borne by the Company.

Articles of Association		
No.	**Original Article**	**Amended Article**
		Section 5 Proposals and Notices of General Meetings
85.	**Article 78** When the Company is to hold an annual general meeting, it shall notify the shareholders of the time and venue of the meeting and the matters to be considered twenty days prior to the meeting; for an extraordinary general meeting, it shall notify the shareholders fifteen days prior to the meeting. ~~Shareholders that intend to attend the general meeting shall, within the period specified in the notice of the meeting, revert the form of proxy to the Company stating that they will attend the meeting.~~ Regarding the calculation of the notice period, the date of the meeting shall not be included. ~~For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.~~	**Article 64** When the Company is to hold an annual general meeting, it shall notify the shareholders of the time and venue of the meeting and the matters to be considered twenty days prior to the meeting; for an extraordinary general meeting, it shall notify the shareholders fifteen days prior to the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included.
86.	**Article 79** The contents of motions before the general meeting shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws and these Articles of Association. ~~Motions before the general meeting shall be in writing.~~	**Article 65** The contents of motions before the general meeting shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws**,** **administrative regulations** and these Articles of Association.

Articles of Association		
No.	**Original Article**	**Amended Article**
87.	**Article 80** When the Company is to hold a general meeting, the Board of Directors, the ~~Supervisory Committee~~ and a shareholder alone or shareholders together holding at least ~~3~~ percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least ~~3~~ percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion to the general meeting for consideration. ~~The contents of such an extempore motion shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution.~~ Except ~~as~~ provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued. The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with Article ~~79~~ of these rules.	**Article 66** When the Company is to hold a general meeting, the Board of Directors, the **audit and risk management committee** and a shareholder alone or shareholders together holding at least **1** percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least **1** percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion to the general meeting for consideration. **However, this does not apply to extempore motions that violate laws, administrative regulations or these Articles of Association, or that fall outside the scope of functions and powers of the general meeting.** Except **for circumstances** provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued. The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with Article **66** of these rules.

Articles of Association		
No.	**Original Article**	**Amended Article**
88.	~~**Article 81** Based on the written replies received within the period specified in Article 78 of the Articles of Association, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the general meeting.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
89.	**Article 82** The notice of a general meeting shall: ~~(1) be made in writing;~~ (~~2~~) specify the date, place and duration of the meeting; (~~3~~) the matters and motions submitted to the meeting for consideration; ~~(4) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed; without limiting the generality of the foregoing, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;~~ ~~(5) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the General Manager or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, the General Manager or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;~~ ~~(6) contain the full text of any special resolution proposed to be approved at the meeting;~~ (~~7~~) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company; ~~(8) state the time and place for serving the instruments of appointment for voting at the meeting.~~	**Article 67** The notice of a general meeting shall **include the following information**: (**1**) specify the date, place and duration of the meeting; (**2**) the matters and motions submitted to the meeting for consideration; (**3**) contain conspicuously a statement that all **common** shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company; **(4) the record date for shareholders entitled to attend the general meeting;** **(5) the name and telephone number of the permanent contact person for meeting affairs;** **(6) other matters required to be included by laws, administrative regulations, departmental rules or the Listing Rules.**

Articles of Association		
No.	**Original Article**	**Amended Article**
90.	**Article 83** If the election of directors ~~or supervisors~~ is to be discussed at a general meeting, detailed information on the candidates for such positions will be fully disclosed in the notice of the general meeting, which shall at minimum include the following: (1) personal information, such as their educational backgrounds, working experience, concurrent positions, etc.; (2) whether they have a connected relationship with the Company or the Company's controlling shareholder or actual controller; (3) the quantity of the Company's shares held by them; and (4) whether they have been punished by the ~~State Council's securities regulator~~ or other relevant authority or reprimanded by a stock exchange. In addition to directors ~~and supervisors~~ being subject to election by cumulative voting, each director ~~and supervisor~~ candidate shall be the subject of a separate motion.	**Article 68** If the election of **non-employee representative** directors is to be discussed at a general meeting, detailed information on the candidates for such positions will be fully disclosed in the notice of the general meeting, which shall at minimum include the following: (1) personal information, such as their educational backgrounds, working experience, concurrent positions, etc.; (2) whether they have a connected relationship with the Company or the Company's controlling shareholder or actual controller; (3) the quantity of the Company's shares held by them; and (4) whether they have been punished by the **CSRC** or other relevant authority or reprimanded by a stock exchange. In addition to directors being subject to election by cumulative voting, each director candidate shall be the subject of a separate motion.

Articles of Association		
No.	**Original Article**	**Amended Article**
91.	**Article 84** Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) ~~by hand or prepaid mail at the recipient's address shown in the register of shareholders. For domestic shareholders, the notice of a general meeting may also be given by way of a public announcement.~~ ~~The "public announcement" referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulator of the place of listing, and on the Company's website and the website of the stock exchange before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.~~ ~~For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.~~	**Article 69** Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) **in the manner prescribed by these Articles of Association or other methods permitted by the SEHK. Subject to compliance with laws, regulations, normative documents and the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed, the Company may also issue the notice of the general meeting by publishing it on the websites of the Company and the SEHK, in lieu of delivering it in person or by prepaid mail to shareholders.**
92.	~~**Article 85** A meeting and the resolutions adopted thereat shall not be invalidated due to the accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, a person entitled to receive notice.~~	Adjusted the position to the amended Article 216
93.	**Article 86** Once a general meeting notice has been issued, such meeting ~~may~~ not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting.	**Article 70** Once a general meeting notice has been issued, such meeting **shall** not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting.

Articles of Association		
No.	**Original Article**	**Amended Article**
		Section 6 Holding of General Meetings
94.	**Article 87** The Board of Directors of the Company and other conveners will take necessary measures to ensure the normal order of a general meeting. It/they will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders and promptly report the same to the relevant authorities to investigate and deal with the matter.	**Article 71** The Board of Directors of the Company and other conveners will take necessary measures to ensure the normal order of a general meeting. It/they will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders and promptly report the same to the relevant authorities to investigate and deal with the matter.
95.	**Article 88** All common shareholders registered on the record date or their proxies shall have the right to attend a general meeting and exercise their voting rights in accordance with relevant laws and these Articles of Association. Shareholders may attend general meetings in person or, alternatively, they may appoint a proxy to attend and vote at the meeting on their behalves.	**Article 72** All common shareholders registered on the record date or their proxies shall have the right to attend a general meeting and exercise their voting rights in accordance with relevant laws**,** **regulations** and these Articles of Association. Shareholders may attend general meetings in person or, alternatively, they may appoint a proxy to attend and vote at the meeting on their behalves.
96.	**Article 89** An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity. If ~~he or she appoints a proxy to attend the meeting on his or her behalf~~, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder. Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he or she shall produce his or her own identity card and valid proof of his or her legal representative status. If a proxy ~~has been appointed to attend~~ the meeting, such proxy shall produce his or her own identity card and the lawful written instrument of appointment issued by the legal representative of the legal person shareholder.	**Article 73** An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity. If **a proxy attends the meeting**, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder. Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he or she shall produce his or her own identity card and valid proof of his or her legal representative status. If a proxy **attends** the meeting, such proxy shall produce his or her own identity card and the lawful written instrument of appointment issued by the legal representative of the legal person shareholder.

Articles of Association		
No.	**Original Article**	**Amended Article**
97.	**Article 90** Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf. ~~Such proxy may exercise the following rights in accordance with his or her appointment by the shareholder:~~ ~~(1) the shareholders right to be heard at the general meeting;~~ ~~(2) the right to demand or join in the demand for a ballot; and~~ ~~(3) the right to vote by show of hands or by ballot, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by ballot.~~	**Article 74** Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf.

Articles of Association		
No.	**Original Article**	**Amended Article**
98.	**Article 91** ~~Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s).~~ The instrument of appointment by which a shareholder appoints another person to attend a general meeting shall specify the following particulars: (1) the names of the principal and ~~of the proxy~~; ~~(2) the number of shares of the principal that the proxy represents;~~ ~~(3) whether the proxy has the right to vote;~~ (~~4~~) ~~separate~~ instructions as to whether to vote for or, against, each item included on the agenda of the general meeting as an item for consideration thereat; ~~(5) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the meeting and the specific instructions as to what vote to cast if he or she has such right to vote;~~ (~~6~~) the date of issuance and term of validity of the instrument of appointment; and (~~7~~) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person.	**Article 75** The instrument of appointment by which a shareholder appoints another person to attend a general meeting shall specify the following particulars: (1) the name of the principal and **the class and number of shares of the Company held**; **(2) the name of the proxy;** (**3**) **detailed instructions of the shareholder, including** instructions as to whether to vote for or, against, each item included on the agenda of the general meeting as an item for consideration thereat; (**4**) the date of issuance and term of validity of the instrument of appointment; and (**5**) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person.

Articles of Association		
No.	**Original Article**	**Amended Article**
99.	**Article 92** ~~The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote.~~ If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. ~~If the principal is a legal person, its legal representative or the person authorized by a resolution of its board of directors or other decision-making body shall attend the general meeting of the Company as the representative of such legal person.~~ If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, ~~one or more individuals that it deems suitable may be appointed by it~~ to act as it its representative(s) at any general meeting or ~~any class shareholders'~~ meeting; however, if two or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. ~~The individual(s) so appointed may exercise the rights of the Recognized Clearing House (or its agent) as if he, she or they was or were (an) individual shareholder(s) of the Company.~~	**Article 76** If the instrument **appointing a voting proxy** is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, **it has the right to appoint representative(s) or corporate representative(s)** to act as it its representative(s) at any general meeting or **creditors'** meeting; however, if two or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. **The representative(s) or corporate representative(s) so authorized shall enjoy the same statutory rights as other shareholders, including the right to speak and vote.**

Articles of Association		
No.	**Original Article**	**Amended Article**
100.	~~**Article 93** Any form issued by the Board of Directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted on in connection with each point of discussion of the meeting. The instrument of appointment shall specify that in the absence of instructions from the shareholder, the proxy may vote as he or she thinks fit.~~	
101.	~~**Article 94** A vote made in accordance with the terms of an instrument of appointment shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares, as long as the Company did not receive written notice of the event before the relevant meeting commenced.~~	
102.	**Article 95** The Company shall be responsible for preparing the attendance register of persons attending the meeting in person. The attendance register shall specify such particulars as an attendee's name (or the name of his entity), identity card number, ~~home address,~~ number of voting shares held or represented, name of the proxy's principal (or the name of the principal's entity), etc.	**Article 77** The Company shall be responsible for preparing the attendance register of persons attending the meeting in person. The attendance register shall specify such particulars as an attendee's name (or the name of his entity), identity card number, number of voting shares held or represented, name of the proxy's principal (or the name of the principal's entity), etc.
103.	**Article 96** The convener and the ~~intermediary organization~~ retained by the Company will jointly verify the lawfulness of shareholders' qualifications against the register of shareholders provided by the securities depository and clearing institution and register the shareholders' names and the number of voting shares that they hold. Registration shall be completed by the time the chairman of the meeting announces the number of shareholders and proxies present at the meeting conducted in person and the total number of voting shares that they hold.	**Article 78** The convener and the **lawyer** retained by the Company will jointly verify the lawfulness of shareholders' qualifications against the register of shareholders provided by the securities depository and clearing institution and register the shareholders' names and the number of voting shares that they hold. Registration shall be completed by the time the chairman of the meeting announces the number of shareholders and proxies present at the meeting conducted in person and the total number of voting shares that they hold.

Articles of Association		
No.	**Original Article**	**Amended Article**
104.	**Article 97** ~~When a general meeting is held, all of the Company's directors, supervisors and the Secretary to the Board shall attend, and the General Manager and other senior management members shall attend in a non-voting capacity.~~	**Article 79** **If the shareholders request the directors and senior management to attend the meeting in a non-voting capacity, the directors and senior management shall attend the meeting in a non-voting capacity and respond to shareholders' inquiries.**
105.	**Article 98** ~~If a general meeting is convened by the Board of Directors, the Chairman of the Board shall serve as host and preside over the meeting.~~ If the Chairman of the Board fails or is unable to perform his or her duties, ~~the meeting shall be presided over by the Vice Chairman of the Board. If the Vice Chairman of the Board fails or is unable to perform his or her duties,~~ the meeting shall be presided over by the director jointly elected by ~~at least one~~ half of the directors. At a general meeting convened by the ~~Supervisory Committee~~, the chairman of the ~~Supervisory Committee~~ shall preside. If the chairman of the ~~Supervisory Committee~~ fails or is unable to perform his or her duties, ~~the meeting shall be presided over by the vice chairman of the Supervisory Committee. If the vice chairman of the Supervisory Committee fails or is unable to perform his or her duties,~~ the meeting shall be presided over by ~~the supervisor~~ jointly elected by ~~at least one~~ half of the ~~supervisors~~. If a general meeting is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s). When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as chairman of the meeting and the meeting shall continue. ~~If, for any reason, the shareholders are unable to elect a meeting chairman, the shareholder (including his or her proxy) present who holds the greatest number of voting shares shall serve as the meeting chairman.~~	**Article 80** **The Chairman of the Board shall preside over the general meeting.** If the Chairman of the Board fails or is unable to perform his or her duties, the meeting shall be presided over by the director jointly elected by **more than** half of the directors. At a general meeting convened by the **audit and risk management committee**, the chairman of the **audit and risk management committee** shall preside. If the chairman of the **audit and risk management committee** fails or is unable to perform his or her duties, the meeting shall be presided over by **a member of the audit and risk management committee** jointly elected by **more than** half of the **members of the audit and risk management committee**. If a general meeting is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by **the convener(s) or** the representative selected by the convener(s). When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as chairman of the meeting and the meeting shall continue.

Articles of Association		
No.	**Original Article**	**Amended Article**
106.	**Article 99** The Company shall formulate the Rules of Procedure for General Meetings which shall specify in detail the procedures for calling and voting at general meeting, and cover notification, registration, the consideration of motions, voting, vote counting, announcement of voting results, the adoption of meeting resolutions, the keeping and signing of meeting minutes, announcement, etc., as well as the principles for the authorization of the Board of Directors by the general meeting.	**Article 81** The Company shall formulate the Rules of Procedure for General Meetings which shall specify in detail the procedures for calling**, convening** and voting at general meeting, and cover notification, registration, the consideration of motions, voting, vote counting, announcement of voting results, the adoption of meeting resolutions, the keeping and signing of meeting minutes, announcement, etc., as well as the principles for the authorization of the Board of Directors by the general meeting**, with the content of such authorization being clear and specific**.
107.	**Article 100** The Board of Directors ~~and the Supervisory Committee~~ shall report on ~~their~~ work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.	**Article 82** The Board of Directors shall report on **its** work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.
108.	**Article 101** The directors~~, supervisors~~ and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting~~, unless a matter involves trade secrets of the Company that cannot be disclosed at a general meeting~~.	**Article 83** The directors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting.

Articles of Association		
No.	**Original Article**	**Amended Article**
109.	**Article 103** Minutes shall be kept of general meetings and the Secretary to the Board shall be responsible therefor. The meeting minutes shall record the following particulars: (1) the ~~number,~~ date and venue of, and the agenda for, the meeting, and the name of the convener; (2) the names of the chairman of the meeting and of the directors~~, supervisors, the General Manager~~ and ~~other~~ senior management members ~~in attendance or~~ present in a non-voting capacity; (3) the total number of voting shares held ~~by holders of domestic investment shares (and their proxies) and by holders of overseas listed foreign investment shares (and their proxies) present at the meeting~~, and the percentages of the Company's total number of shares accounted for thereby; (4) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon ~~by the holders of domestic investment shares and by the holders of overseas listed foreign investment shares~~; (5) the queries and suggestions of the shareholders and the relevant replies or explanations; (6) the names of the attorney, vote counter and scrutineer; and (7) other particulars ~~which the general meeting deems necessary or~~ these Articles of Association ~~require~~ to be recorded in the minutes.	**Article 85** Minutes shall be kept of general meetings and the Secretary to the Board shall be responsible therefor. The meeting minutes shall record the following particulars: (1) the date and venue of, and the agenda for, the meeting, and the name of the convener; (2) the names of the chairman of the meeting and of the directors and senior management members present in a non-voting capacity; (3) **the number of shareholders and proxies present at the meeting,** the total number of voting shares held, and the percentages of the Company's total number of shares accounted for thereby; (4) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon; (5) the queries and suggestions of the shareholders and the relevant replies or explanations; (6) the names of the attorney, vote counter and scrutineer; and (7) other particulars **as required by** these Articles of Association to be recorded in the minutes.

Articles of Association		
No.	**Original Article**	**Amended Article**
110.	**Article 104** The convener shall ensure that the meeting minutes are true, accurate and complete. The directors~~, supervisors~~ and Secretary to the Board who attended the meeting, the convener or his representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than ~~20~~ years.	**Article 86** The convener shall ensure that the meeting minutes are true, accurate and complete. The directors and Secretary to the Board who attended the meeting **or were present at the meeting in a non-voting capacity**, the convener or his representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than **10** years.
111.	**Article 105** The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner.	**Article 87** The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner.
		Section 7 Voting at and Resolutions of General Meetings
112.	**Article 106** Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by shareholders in attendance ~~(including proxies)~~ holding ~~at least~~ half of the voting rights. Special resolutions of the general meeting shall be adopted by shareholders in attendance ~~(including proxies)~~ holding at least two-thirds of the voting rights.	**Article 88** Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by shareholders in attendance holding **more than** half of the voting rights. Special resolutions of the general meeting shall be adopted by shareholders in attendance holding at least two-thirds of the voting rights. **The shareholders referred to in this article shall include shareholders who attend the general meeting by proxy.**

Articles of Association		
No.	**Original Article**	**Amended Article**
113.	**Article 107** When a shareholder ~~(or a proxy)~~ exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote. No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting. Where any shareholder is, under the ~~listing rules of the place where overseas listed foreign investment shares are listed~~, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	**Article 89** When a shareholder exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote. No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting. Where any shareholder is, under the **Listing Rules**, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. **If a shareholder acquires voting shares of the Company in violation of the provisions of Paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months from the date of acquisition, and such shares shall not be counted in the total number of voting shares present at the general meeting.** **The Board of Directors, independent non-executive directors, shareholders holding more than 1% of the voting shares of the Company, or investor protection institutions established in accordance with laws, administrative regulations or the requirements of the CSRC may publicly solicit shareholders' voting rights. The solicitation of voting rights shall fully disclose specific voting intentions and other relevant information to the solicited shareholders. Solicitation of voting rights in a paid or disguisedly paid manner is prohibited. Except for statutory conditions, the Company shall not impose a minimum shareholding ratio restriction on the solicitation of voting rights.**

Articles of Association		
No.	**Original Article**	**Amended Article**
114.	~~**Article 108** Votes at a general meeting shall be taken by a show of hands, unless otherwise provided in laws, or the regulations of the securities regulator of the place where shares of the Company are listed or the stock exchange or unless a vote by ballot is demanded before or after any vote by show of hands by:~~ ~~(1) the chairman of the meeting;~~ ~~(2) at least two shareholders with voting rights or proxies with voting rights; or~~ ~~(3) one or several shareholders (including proxies) holding, alone or together, at least 10 percent of the shares carrying the right to vote at the general meeting.~~ ~~Unless a vote is held by ballot in accordance with the preceding paragraph, the chairman of the meeting shall announce whether the motion has been carried in accordance with the results of the vote by show of hands, and shall record the same in the minutes of the meeting (without need to evidence the number of votes for or against the resolutions adopted at the meeting, or the percentages thereof), which shall be conclusive evidence.~~ ~~The demand for a vote by ballot may be withdrawn by the person who made it.~~	
115.	~~**Article 109** If the matter demanded to be voted upon by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately. If a ballot is demanded for any other matter, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at that meeting.~~	
116.	~~**Article 110** When a ballot is held, shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
117.	~~**Article 111** When the numbers of votes for and against are equal, regardless of whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.~~	
118.	**Article 112** Decisions of the general meeting on any of the following matters shall be adopted by ordinary resolution: (1) work reports of the Board of Directors ~~and the Supervisory Committee~~; (2) the profit distribution plans and plans for making up losses drafted by the Board of Directors; (3) the appointment, dismissal and remuneration of the members of the Board of Directors ~~and the Supervisory Committee~~ and the method of payment of the remuneration; ~~(4) the Company's annual budgets and final accounts;~~ ~~(5) balance sheets, profit statements and other financial statements;~~ ~~(6) the Company's annual reports; and~~ (~~7~~) matters other than those which laws or these Articles of Association require to be adopted by special resolution.	**Article 90** Decisions of the general meeting on any of the following matters shall be adopted by ordinary resolution: (1) work reports of the Board of Directors; (2) the profit distribution plans and plans for making up losses drafted by the Board of Directors; (3) the appointment, dismissal and remuneration of the members of the Board of Directors and the method of payment of the remuneration; (**4**) matters other than those which laws**, administrative regulations** or these Articles of Association require to be adopted by special resolution.

Articles of Association		
No.	**Original Article**	**Amended Article**
119.	**Article 113** Decisions of the general meeting on any of the following matters shall be adopted by special resolution: (1) the increase or reduction of the registered capital ~~and issuance of any class of shares, warrants or other, similar securities~~ by the Company; ~~(2) the issuance of corporate bonds;~~ (~~3~~) the division, merger, dissolution~~,~~ liquidation ~~or change in the corporate form~~ of the Company; (~~4~~) the amendment of ~~the~~ Articles of Association ~~of the Company~~; (~~5~~) the purchase or sale by the Company within one year of (a) material asset(s) exceeding or the provision of security the amount(s) of which exceeds~~, alone or in the aggregate,~~ 30 percent of the audited total assets of the Company as at the most recent period; (~~6~~) equity incentive plans; and (~~7~~) other matters which laws or these Articles of Association require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.	**Article 91** Decisions of the general meeting on any of the following matters shall be adopted by special resolution: (1) the increase or reduction of the registered capital by the Company; (**2**) the division, **split,** merger, dissolution **or** liquidation of the Company; (**3**) the amendment of **these** Articles of Association; (**4**) the purchase or sale by the Company within one year of (a) material asset(s) exceeding or the provision of security **to others** the amount(s) of which exceeds 30 percent of the audited total assets of the Company as at the most recent period; (**5**) equity incentive plans; and (**6**) other matters which laws**, administrative regulations** or these Articles of Association require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.
120.	~~**Article 114** The chairman of the meeting shall decide, based on the voting results, whether or not a resolution of the general meeting has been carried. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting.~~	
121.	**Article 115** When the general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not count toward the total number of valid voting shares. The announcement of the resolutions of the general meeting shall fully disclose the way the unconnected shareholders voted.	**Article 92** When the general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not count toward the total number of valid voting shares. The announcement of the resolutions of the general meeting shall fully disclose the way the unconnected shareholders voted.

Articles of Association		
No.	**Original Article**	**Amended Article**
122.	**Article 116** The list of candidates for the position of director ~~or supervisor~~ shall be put in the form of a motion before the general meeting for resolution. When the general meeting votes on the election of directors ~~or supervisors~~, it may, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting. For the purposes of the preceding paragraph, the term "cumulative voting" means that, when the general meeting votes to elect directors ~~or supervisors~~, each share carries a number of voting rights equivalent to the number of directors ~~or supervisors~~ to be elected, and a shareholder may cluster his or her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors ~~and supervisors~~ to shareholders.	**Article 93** The list of candidates for the position of director shall be put in the form of a motion before the general meeting for resolution. When the general meeting votes on the election of directors, it may, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting. For the purposes of the preceding paragraph, the term "cumulative voting" means that, when the general meeting votes to elect directors, each share carries a number of voting rights equivalent to the number of directors to be elected, and a shareholder may cluster his or her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors to shareholders. **The implementation rules for the cumulative voting system are as follows:** **(1) when electing directors using the cumulative voting system, candidates shall be listed separately in different resolution groups for independent non-executive directors and non-independent non-executive directors, and submitted to the general meeting for voting;** **(2) shareholders attending the general meeting shall, for resolutions adopting the cumulative voting system, have a number of voting rights per share equal to the number of directors to be elected in each resolution group;** **(3) shareholders may cast all their voting rights for a single candidate or distribute them among multiple candidates. Shareholders shall vote within the limit of the voting rights for each resolution group. If the number of votes cast by a shareholder exceeds their available voting rights, or if, in a competitive election, the votes cast exceed the number of directors to be elected, the votes cast for that resolution shall be deemed invalid;** **(4) after voting, the votes for each resolution shall be cumulatively calculated separately.**

Articles of Association		
No.	**Original Article**	**Amended Article**
123.	**Article 117** The method of, and procedure for, nominating directors ~~and supervisors~~ are as set forth below: (1) a shareholder alone or shareholders together holding at least ~~3~~ percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director ~~or supervisor~~ who is not a representative of the employees in the form of a written motion, provided that the number of persons nominated complies with these Articles of Association and is not greater than the number of persons to be elected; the aforementioned motion submitted to the Company by (a) shareholder(s) shall be served on the Company at least 14 days before the date the general meeting is to be held; (2) the Board of Directors ~~or the Supervisory Committee~~ may, to the extent of the number of persons specified in these Articles of Association, propose a list of recommended director candidates ~~or supervisor candidates~~ consistent with the number of persons to be elected, and submit the same to the Board of Directors ~~or the Supervisory Committee~~, as the case may be, for review; once the Board of Directors ~~or the Supervisory Committee~~ has conducted its review and adopted a resolution determining the director ~~or supervisor~~ candidates, it shall bring the same before the general meeting in the form of a written motion; (3) the written notices of the intention to nominate director ~~or supervisor~~ candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company at least 14 days before the date of the general meeting; the Board of Directors ~~or the Supervisory Committee~~ shall provide to the shareholders the résumés and basic particulars of the director ~~or supervisor~~ candidates;	**Article 94** The method of, and procedure for, nominating directors are as set forth below: (1) a shareholder alone or shareholders together holding at least **1** percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director who is not a representative of the employees in the form of a written motion, provided that the number of persons nominated complies with these Articles of Association and is not greater than the number of persons to be elected; the aforementioned motion submitted to the Company by (a) shareholder(s) shall be served on the Company at least 14 days before the date the general meeting is to be held; (2) the Board of Directors may, to the extent of the number of persons specified in these Articles of Association, propose a list of recommended director candidates consistent with the number of persons to be elected, and submit the same to the Board of Directors, as the case may be, for review; once the Board of Directors has conducted its review and adopted a resolution determining the director candidates, it shall bring the same before the general meeting in the form of a written motion; (3) the written notices of the intention to nominate director candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company at least 14 days before the date of the general meeting; the Board of Directors shall provide to the shareholders the résumés and basic particulars of the director candidates;

Articles of Association		
No.	**Original Article**	**Amended Article**
	(4) the period accorded by the Company to the nominators and candidates to submit the aforementioned notices and documents shall not be less than 7 days (counting from the day immediately following the date of issuance of the notice of the general meeting); (5) the general meeting votes on each of the director ~~or supervisor~~ candidates; (6) if the need arises for an additional or replacement director ~~or supervisor~~ at short notice, the same shall be proposed by the Board of Directors ~~or the Supervisory Committee~~, recommending that the general meeting elect or replace the same.	(4) the period accorded by the Company to the nominators and candidates to submit the aforementioned notices and documents shall not be less than 7 days (counting from the day immediately following the date of issuance of the notice of the general meeting); (5) the general meeting votes on each of the director candidates; (6) if the need arises for an additional or replacement director at short notice, the same shall be proposed by the Board of Directors, recommending that the general meeting elect or replace the same.
124.	**Article 118** With the exception of the cumulative voting system, the general meeting ~~will~~ hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or if it is unable reach a resolution due to force majeure or other such special reason.	**Article 95** With the exception of the cumulative voting system, the general meeting **shall** hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or if it is unable reach a resolution due to force majeure or other such special reason.
125.	**Article 119** When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed a new motion and may not be voted on at the current general meeting.	**Article 96** When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed a new motion and may not be voted on at the current general meeting.
126.	**Article 120** Votes at general meeting shall be cast by disclosed ballot.	**Article 97** Votes at general meeting shall be cast by disclosed ballot.

Articles of Association		
No.	**Original Article**	**Amended Article**
127.	**Article 122** Before the general meeting votes on a motion, ~~two~~ shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder ~~has a material interest in~~ a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. When the general meeting votes on a motion, the attorney~~,~~ shareholders' representatives ~~and supervisors' representatives~~ shall be jointly responsible for counting the votes and scrutinizing the vote count and shall announce the results of the vote on the spot. The results of the votes on the resolutions shall be entered into the minutes of the meeting.	**Article 99** Before the general meeting votes on a motion, shareholder representatives**, attorney, auditors or share registrar** shall be elected to participate in the vote counting and vote scrutiny. When a shareholder **is related to** a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. When the general meeting votes on a motion, the attorney **and** shareholders' representatives shall be jointly responsible for counting the votes and scrutinizing the vote count and shall announce the results of the vote on the spot. The results of the votes on the resolutions shall be entered into the minutes of the meeting.
128.	**Article 123** The chairman of the general meeting shall announce the outcome and results of the vote on each motion and announce whether each such motion has been carried based on the results of the votes. Until the formal announcement of the voting results, relevant parties, such as the listed company, the vote counters, scrutineers, ~~major~~ shareholders, etc., involved in the voting in person at the general meeting shall bear an obligation of confidentiality in respect of how the shareholders voted.	**Article 100** The chairman of the general meeting shall announce the outcome and results of the vote on each motion and announce whether each such motion has been carried based on the results of the votes. Until the formal announcement of the voting results, relevant parties, such as the listed company, the vote counters, scrutineers, shareholders, etc., involved in the voting in person at the general meeting shall bear an obligation of confidentiality in respect of how the shareholders voted.
129.		**Article 101 If a motion is not passed, or if the current general meeting amends a resolution from a previous general meeting, a special note shall be included in the announcement of resolution of the general meeting.**

Articles of Association		
No.	**Original Article**	**Amended Article**
130.	**Article 124** The shareholders (including their proxies) present at a general meeting shall ~~clearly vote for or against each matter which has been put to vote~~. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and if a shareholder or his/her proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his/her proxy shall not be counted in the voting results of the Company.	**Article 103** The shareholders (including their proxies) present at a general meeting shall **express one of the following opinions on motions submitted for voting: for, against, or abstain**. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and if a shareholder or his/her proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his/her proxy shall not be counted in the voting results of the Company.
131.	~~**Article 126** If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting.~~ ~~The minutes of meetings together with the sign-in register of attending shareholders and the instruments of appointment of proxies shall be kept at the Company's domicile.~~	
132.	**Article 127** If a motion on the election of a director ~~or supervisor~~ is carried at a general meeting, the appointment of the new director ~~or supervisor~~ shall become effective on the date the relevant motion on the election is carried at the general meeting, unless otherwise expressly specified in the resolution of the general meeting.	**Article 104** If a motion on the election of a director is carried at a general meeting, the appointment of the new director shall become effective on the date the relevant motion on the election is carried at the general meeting, unless otherwise expressly specified in the resolution of the general meeting.
133.	**Article 128** If a motion on the distribution of a cash dividend or bonus shares or the conversion of funds the capital common reserve into share capital is carried at a general meeting, the Company will implement the specific plan therefor within two months after the adjournment of the general meeting.	**Article 105** If a motion on the distribution of a cash dividend or bonus shares or the conversion of funds the capital common reserve into share capital is carried at a general meeting, the Company will implement the specific plan therefor within two months after the adjournment of the general meeting.
134.	~~**Article 129** Shareholders may examine photocopies of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven days after verifying the identity of the shareholder and receiving payment of reasonable charges.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 10 Board of Directors	**Chapter 5 Directors and Board of Directors**
	Section 1 Directors	**Section 1 General Provisions for Directors**
135.	~~**Article 138** The Company shall have a board of directors which shall be accountable to the general meetings. The Board of Directors shall consist of 9 directors, including one chairman and 3 independent directors.~~	Adjusted the position to the amended Article 125 with revised wording
136.		**Article 106 Directors of the Company shall be natural persons. None of the following persons may serve as a director of the Company:** **(1) persons without capacity or with limited capacity for civil acts;** **(2) persons who were sentenced to criminal punishment or deprived of their political rights for committing the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where not more than five years have elapsed since the expiration of the period of execution, or, in the case of a suspended sentence, not more than two years have elapsed since the expiration of the probation period;** **(3) persons who served as directors, or factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation;** **(4) persons who served as the legal representatives of companies or enterprises that had their business licenses revoked and subject to order for closure for breaking the law, where such representatives bear individual liability therefore and not more than three years have elapsed since the date of revocation of the business license and order for closure;**

Articles of Association		
No.	**Original Article**	**Amended Article**
		(5) persons with comparatively large debts that have fallen due but have not been settled and being listed by a People's Court as a dishonest person subject to enforcement; **(6) persons subject to a securities market ban by the CSRC, where the ban period has not yet expired;** **(7) persons publicly deemed by a stock exchange as unsuitable to serve as a director or senior officer of a listed company, where the restriction period has not yet expired;** **(8) other circumstances specified by laws, administrative regulations or departmental rules.** **If a director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. If a director falls under any of the above circumstances during their term, the Company shall remove him/her from his/her position.**

Articles of Association		
No.	**Original Article**	**Amended Article**
137.	**Article 139** Directors shall be elected at general meetings ~~with a term of office of 3 years. Upon the maturity of the term of office, a~~ director shall be eligible to offer himself for reelection. ~~The chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman shall be 3 years, renewable upon re-election. Directors are not required to hold shares of the Company.~~ The term of office of a director shall count from the date on which he or she assumes his or her position until the expiration of the term of the incumbent Board of Directors. If an election is not timely held at the expiration of the term of service of a director, the incumbent director shall continue to perform his or her duties as a director in accordance with laws and these Articles of Association until the incoming director assumes his or her position.	**Article 107** Directors shall be elected **or replaced** at general meetings **and may be removed from office by the general meeting before the expiration of their term of office. A** director **shall serve a term of three years and** shall be eligible to offer himself for reelection **upon the maturity of the term of office**. The term of office of a director shall count from the date on which he or she assumes his or her position until the expiration of the term of the incumbent Board of Directors. If an election is not timely held at the expiration of the term of service of a director, the incumbent director shall continue to perform his or her duties as a director in accordance with laws and these Articles of Association until the incoming director assumes his or her position. **Directors may concurrently serve as senior management, but the total number of directors who also hold senior management positions, together with employee representative directors, shall not exceed one-half of the total number of directors of the Company.**

Articles of Association		
No.	**Original Article**	**Amended Article**
138.		**Article 108 Directors shall comply with laws, administrative regulations and these Articles of Association, and owe a fiduciary duty to the Company. They shall take measures to avoid conflicts of interest between their personal interests and those of the Company and shall not use their position to seek improper benefits.** **Directors owe the following fiduciary duties to the Company:** **(1) they shall not misappropriate the Company's property or embezzle the Company's funds;** **(2) they shall not deposit the Company's funds in accounts opened in their own name or in the name of another individual;** **(3) they shall not use their position to offer or accept bribes or other illegal income;** **(4) without reporting to the Board of Directors or general meeting and obtaining approval through a resolution of the Board of Directors or general meeting as stipulated in these Articles of Association, they shall not directly or indirectly enter into contracts or transactions with the Company;** **(5) they shall not use their position to appropriate business opportunities belonging to the Company for themselves or others, except where they report to the Board of Directors or general meeting and obtain approval through a general meeting resolution, or where the Company is unable to pursue such opportunities due to laws, administrative regulations, or these Articles of Association;**

Articles of Association		
No.	**Original Article**	**Amended Article**
		(6) without reporting to the Board of Directors or general meeting and obtaining approval through a general meeting resolution, they shall not engage in businesses similar to that of the company, either independently or on behalf of others; **(7) they shall not appropriate commissions from transactions between others and the Company for themselves;** **(8) they shall not disclose the Company's secrets without authorization;** **(9) they shall not use their related-party relationships to harm the interests of the Company;** **(10) other fiduciary duties as stipulated by laws, administrative regulations, departmental rules and these Articles of Association.** **Any income obtained by a director in violation of this article shall belong to the Company. If such violation causes losses to the Company, the director shall be liable for compensation.** **The provisions of item (4) of the second paragraph of this article shall apply to contracts or transactions entered into with the Company by close relatives of directors or senior officers, enterprises directly or indirectly controlled by directors, senior officers or their close relatives, or other related parties with connections to directors or senior officers.**

Articles of Association		
No.	**Original Article**	**Amended Article**
139.		**Article 109 Directors shall comply with laws, administrative regulations, and these Articles of Association, and owe a duty of diligence to the Company. They shall perform their duties with the reasonable care typically expected of a manager, acting in the best interests of the Company.** **Directors owe the following duties of diligence to the Company:** **(1) they shall exercise the powers granted by the Company cautiously, conscientiously and diligently to ensure that the Company's commercial activities comply with national laws, administrative regulations and various national economic policies, and do not exceed the business scope specified in the business license;** **(2) they shall treat all shareholders fairly;** **(3) they shall stay informed about the Company's business operations and management status in a timely manner;** **(4) they shall ensure that the information disclosed by the Company is true, accurate and complete;** **(5) they shall truthfully provide relevant information and materials to the audit and risk management committee and shall not obstruct the committee's exercise of its authority;** **(6) other duties of diligence as stipulated by laws, administrative regulations, departmental rules and these Articles of Association.**

Articles of Association		
No.	**Original Article**	**Amended Article**
140.		**Article 110 If a director fails to attend two consecutive board meetings in person and does not delegate another director to attend on their behalf, he/she shall be deemed unable to fulfill his/her duties, and the Board of Directors shall propose the removal of such director at the general meeting.**
141.	~~**Article 140** A written notice of the intention to nominate a candidate of director and the acceptance of nomination shall be given to the Company seven days prior to the date of general meeting.~~	
142.	**Article 141** A director may resign before the expiry of his/her term of office. The resigning director shall submit to the board of directors a written resignation. ~~Further~~ details shall be disclosed by the ~~board of directors~~ within two days. In case that the number of directors falls below the quorum as a result of the resignation of a director, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules from regulatory authorities and the Articles of Association until the re-elected Directors assume their office. ~~Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the board of directors.~~ Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.	**Article 111** A director may resign before the expiry of his/her term of office. The resigning director shall submit to the board of directors a written resignation. **The resignation shall take effect on the date the Company receives the resignation report, and further** details shall be disclosed by the **Company** within two **trading** days. In case that the number of directors falls below the quorum as a result of the resignation of a director, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules from regulatory authorities and the Articles of Association until the re-elected Directors assume their office. Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.

Articles of Association		
No.	**Original Article**	**Amended Article**
143.	**Article 142** When a director ~~resigns~~ or his or her term of office expires, he or she shall duly carry out all handover procedures with the Board of Directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at, and shall survive, the end of his or her term of office~~. The director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such secrets enter the public domain~~.	**Article 112 The Company shall establish a director departure management system, clearly specifying safeguard measures for holding directors accountable for unfulfilled public commitments and other unresolved matters.** When a director**'s resignation becomes effective** or his or her term of office expires, he or she shall duly carry out all handover procedures with the Board of Directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at, and shall survive, the end of his or her term of office**, and shall remain effective for a reasonable period as stipulated in these Articles of Association. Responsibilities arising from the director's performance of duties during their terms of office shall not be exempted or terminated due to their resignation**.
144.		**Article 113 The general meeting may resolve to remove a director, and such removal shall take effect on the date of passing the resolution.** **If a director is removed before the expiration of his/her term without justifiable reason, the director may request compensation from the Company.**
145.	**Article 144** ~~A director who causes the Company to sustain a loss as a result of a violation of a law or a breach of these Articles of Association by him or her during the performance of his or her Company duties shall be liable for damages.~~	**Article 115 If a director, in the performance of his/her duties for the Company, causes damage to others, the Company shall bear liability for compensation; if the director acted intentionally or with gross negligence, he/she shall also bear liability for compensation.** **If a director violates laws, administrative regulations, departmental rules or these Articles of Association while performing duties for the Company, causing losses to the Company, he/she shall bear liability for compensation.**

Articles of Association		
No.	**Original Article**	**Amended Article**
146.	**Article 145** A director who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term shall be liable for damages. ~~Subject to applicable laws and regulations, the general meeting may remove any director by ordinary resolution before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract.~~	**Article 116** A director who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term shall be liable for damages.
	Section 2 Independent Non-Executive Directors	**Section 2 Independent Non-Executive Directors**
147.	**Article 146** The Company shall establish an independent non-executive director system. The term "independent non-executive director of the Company" means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its major shareholder(s) (only provided under this Article that major shareholder are those shareholders individually or jointly holding more than 5% of total number of the Company's shares with voting rights) that could hinder his or her making independent and objective judgments, and who is in compliance with independence provisions of the ~~rules of the stock exchange in the place where Company shares are listed~~. The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the ~~listing rules of the stock exchange where the Company's shares are listed~~.	**Article 117** The Company shall establish an independent non-executive director system. The term "independent non-executive director of the Company" means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its major shareholder(s) (only provided under this Article that major shareholder are those shareholders individually or jointly holding more than 5% of total number of the Company's shares with voting rights) that could hinder his or her making independent and objective judgments, and who is in compliance with independence provisions of the **Listing Rules**. The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the **Listing Rules**.

Articles of Association		
No.	**Original Article**	**Amended Article**
148.		**Article 118 Independent non-executive directors shall diligently perform their duties in accordance with laws, administrative regulations, the requirements of the CSRC, the SEHK and these Articles of Association. They shall play a role in decision-making, oversight, checks and balances, and professional consultation within the Board of Directors, safeguarding the overall interests of the Company and protecting the legitimate rights and interests of minority shareholders.**
149.	**Article 147** A person holding the position of independent non-executive director shall satisfy the basic conditions set forth below: (1) to be qualified for directors of a listed company as provided in laws, administrative regulations, ~~listing rules of the stock exchange where the Company's shares are listed~~ and other relevant regulations; (2) to comply with the requirements on independence as stipulated in the ~~listing rules of the stock exchange where the Company's shares are listed~~; (3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, ~~administrative~~ regulations, and rules and regulations; (4) having at least five years of working experience in legal ~~or~~ economic areas~~, or other experience~~ indispensable for performing the duties as independent nonexecutive directors; and (5) other ~~requirements~~ provided in the Articles of Association.	**Article 119** A person holding the position of independent non-executive director shall satisfy the basic conditions set forth below: (1) to be qualified for directors of a listed company as provided in laws, administrative regulations, **the Listing Rules** and other relevant regulations; (2) to comply with the requirements on independence as stipulated in the **Listing Rules and these Articles of Association**; (3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, regulations, and rules and regulations; (4) having at least five years of working experience in legal**, accounting,** economic **or other** areas indispensable for performing the duties as independent nonexecutive directors; and (5) **to possess good personal character and no record of significant dishonesty or other adverse behavior;** **(6)** other **conditions** provided in **laws, administrative regulations, the requirements of the CSRC, the Listing Rules and** the Articles of Association.

Articles of Association		
No.	**Original Article**	**Amended Article**
150.		**Article 120 Independent non-executive directors must maintain independence. The following individuals shall not serve as independent non-executive directors:** **(1) employees of the Company or its affiliated enterprises, and their spouses, parents, children or major social connections;** **(2) individuals who directly or indirectly hold more than 1% of the Company's issued shares or are natural person shareholders among the Company's top ten shareholders, and their spouses, parents or children;** **(3) employees of shareholders who directly or indirectly hold more than 5% of the Company's issued shares or of the Company's top five shareholders, and their spouses, parents or children;** **(4) employees of the affiliated enterprises of the Company's controlling shareholder or actual controller, and their spouses, parents or children;** **(5) individuals who have significant business dealings with the Company, its controlling shareholder, actual controller or their respective affiliated enterprises, or employees of entities with such significant business dealings, or of the controlling shareholder or actual controller of such entities;**

Articles of Association		
No.	**Original Article**	**Amended Article**
		(6) individuals providing financial, legal, consulting or sponsorship services to the Company, its controlling shareholder, actual controller or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary agency providing such services, approving personnel at all levels, individuals signing the report, partners, directors, senior officers and key responsible persons; **(7) individuals who have fallen under any of the circumstances listed in items (1) to (6) within the past twelve months;** **(8) other individuals deemed to lack independence as stipulated by laws, administrative regulations, the requirements of the CSRC, the Listing Rules and these Articles of Association.** **The affiliated enterprises of the Company's controlling shareholder or actual controller referred to in items (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management authority as the Company and do not constitute related parties with the Company in accordance with relevant regulations.**

Articles of Association		
No.	**Original Article**	**Amended Article**
151.		**Article 121 Independent non-executive directors, as members of the Board of Directors, owe fiduciary and diligence duties to the Company and all shareholders, and shall prudently perform the following responsibilities:** **(1) participate in decision-making of the Board and provide clear opinions on matters under discussion;** **(2) supervise potential significant conflicts of interest between the Company and its controlling shareholder, actual controller, directors or senior officers, and protect the legitimate rights and interests of minority shareholders;** **(3) provide professional and objective advice on the Company's operations and development to enhance the quality of decision-making of the Board;** **(4) other responsibilities as stipulated by laws, administrative regulations, the requirements of the CSRC, the Listing Rules and these Articles of Association.**

Articles of Association		
No.	**Original Article**	**Amended Article**
152.		**Article 122 Independent non-executive directors shall exercise the following special powers:** **(1) independently engage intermediary agencies to conduct audits, consultations or verifications on specific matters of the Company;** **(2) propose to the Board of Directors the convening of an extraordinary general meeting;** **(3) propose the convening of a Board meeting;** **(4) publicly solicit shareholders' rights in accordance with the law;** **(5) express independent opinions on matters that may harm the interests of the Company or minority shareholders;** **(6) other powers as stipulated by laws, administrative regulations, the requirements of the CSRC, the Listing Rules and these Articles of Association.** **The exercise of the powers listed in items (1) to (3) of the preceding paragraph by independent non-executive directors shall be subject to approval by more than half of all independent non-executive directors.** **When independent non-executive directors exercise the powers listed in the first paragraph, the Company shall promptly disclose such actions. If the above powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons.**

Articles of Association		
No.	**Original Article**	**Amended Article**
153.	**Article 148** Before expiration of their terms of office, independent non-executive directors shall not be dismissed without proper reasons. In case of an independent director being dismissed before expiration of his term of office, the Company shall disclose it as a special discloseable matter. Should an independent non-executive director fail to attend in person the board meetings for three times in succession, the board of directors may propose to the shareholders' general meeting for replacing such director.	**Article 123** Before expiration of their terms of office, independent non-executive directors shall not be dismissed without proper reasons. In case of an independent director being dismissed before expiration of his term of office, the Company shall disclose it as a special discloseable matter. Should an independent non-executive director fail to attend in person the board meetings for three times in succession, the board of directors may propose to the shareholders' general meeting for replacing such director.
154.	**Article 149** All matters not prescribed in this section for the independent non-executive director system shall be handled pursuant to relevant laws, regulations, rules and ~~listing rules of the stock exchange where the Company's shares are listed~~.	**Article 124** All matters not prescribed in this section for the independent non-executive director system shall be handled pursuant to relevant laws, regulations, rules and **the Listing Rules**.
	Section 3 Board of Directors	**Section 3 Board of Directors**
155.	Original Article 138, with adjusted position and revised wording	**Article 125 The Company shall have a Board of Directors, consisting of 9 directors, including 3 independent non-executive directors. The Company shall have one chairman, elected by more than half of all directors.** **The Board of Directors shall include one employee representative director, elected by the Company's employees through the employee representative congress, and this election is not subject to consideration at the general meeting.**

Articles of Association		
No.	**Original Article**	**Amended Article**
156.	**Article 150** The Board of Directors shall be accountable to the general meetings and exercise the following functions and powers: (1) to convene general meetings and report its work to the general meetings; (2) to implement the resolutions of the general meetings; (3) to decide on the Company's business plans and investment plans ~~(4) to formulate the Company's annual financial budgets and final accounts;~~ (~~5~~) to formulate the Company's profit distribution plan and the plan for making up losses; (~~6~~) to formulate proposals for the increase or reduction of the Company's registered capital and the issuance of ~~shares,~~ debentures or other securities and the listing project of the Company; (~~7~~) to formulate plans for major acquisition, ~~repurchase~~ of the shares of the Company or the merger, division, dissolution ~~or~~ change of the nature of incorporation of the Company; (~~8~~) to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, the provision of security for third parties, entrustment of financial services, connected transactions, etc., to the extent authorized by the general meeting;	**Article 126** The Board of Directors shall be accountable to the general meetings and exercise the following functions and powers: (1) to convene general meetings and report its work to the general meetings; (2) to implement the resolutions of the general meetings; (3) to decide on the Company's business plans and investment plans (**4**) to formulate the Company's profit distribution plan and the plan for making up losses; (**5**) to formulate proposals for the increase or reduction of the Company's registered capital and the issuance of debentures or other securities and the listing project of the Company; (**6**) to formulate plans for major acquisition, **purchase** of the shares of the Company or the merger, division, dissolution **and** change of the nature of incorporation of the Company; (**7**) to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, the provision of security for third parties, entrustment of financial services, connected transactions, **external donation,** etc., to the extent authorized by the general meeting; (**8**) to determine on the establishment of the Company's internal management structure;

Articles of Association		
No.	**Original Article**	**Amended Article**
	(~~9~~) to determine on the establishment of the Company's internal management structure; (~~10~~) to engage or dismiss the Company's General Manager ~~and~~ Secretary to the Board; to engage or dismiss such senior management members as Deputy General Manager, financial controller and etc, as proposed by the General Manager, and deciding on matters relating to their remuneration, rewards and punishments; (~~11~~) to formulate the basic management systems of the Company; (~~12~~) to formulate proposals for amendments to the Articles of Association; (~~13~~) to manage the information disclosure of the Company; (~~14~~) to propose to the general meeting the appointment or replacement of an accounting firm that ~~provides audit service of annual financial statement to~~ the Company ~~and decide the audit fee~~; (~~15~~) to listen to the work reports of the Company's General Manager and inspect his or her work; ~~(16) to decide the establishment of special committees and their compositions;~~ ~~(17) to consider and approve changes in the use of offer proceeds;~~ (~~18~~) to exercise other functions and powers conferred by the laws, regulations ~~and the listing rules of the stock exchange on which the shares of the Company are listed~~, at general meetings and these Articles. ~~Resolutions relating to the above, with the exception of items (6) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.~~	(**9**) to engage or dismiss the Company's General Manager**,** Secretary to the Board **and other senior officers, and decide on matters of their remuneration, rewards and punishments**; to **decide to** engage or dismiss such senior management members as Deputy General Manager, financial controller and etc, as proposed by the General Manager, and deciding on matters relating to their remuneration, rewards and punishments; (**10**) to formulate the basic management systems of the Company; (**11**) to formulate proposals for amendments to the Articles of Association; (**12**) to manage the information disclosure of the Company; (**13**) to propose to the general meeting the appointment or replacement of an accounting firm that **conducts audit for** the Company; (**14**) to listen to the work reports of the Company's General Manager and inspect his or her work; (**15**) to exercise other functions and powers conferred by the laws, **administrative** regulations**, departmental rules and the Listing Rules**, at general meetings and these Articles.

Articles of Association		
No.	**Original Article**	**Amended Article**
157.	~~**Article 151** The Board of Directors shall firstly solicit the opinions from the Party Committee before deciding upon important issues.~~	
158.	~~**Article 152** The board of directors shall also be responsible for the followings:~~ ~~(1) to implement, review and improve the corporate governance system and condition of the Company;~~ ~~(2) to review and supervise the training and continuing professional development of directors and senior management;~~ ~~(3) to review and supervise the compliance of the Company's policies with laws and relevant regulations of the securities regulatory authority where the shares are listed and to make the relevant disclosure;~~ ~~(4) to formulate, review and supervise the code of conduct and relevant compliance manual of employees and directors.~~ ~~The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.~~	
159.	**Article 153** The Board of Directors shall give explanations to the general meeting in respect of audit reports with non-standard audit opinions issued by certified public accountants in respect of financial reports of the Company.	**Article 127** The Board of Directors shall give explanations to the general meeting in respect of audit reports with non-standard audit opinions issued by certified public accountants in respect of financial reports of the Company.
160.	**Article 154** The board of directors shall formulate the rules of procedures of board meetings to ensure the implementation of the resolutions of the general meeting, its work efficiently and decision making in proper manner. The rules of procedures shall be formulated by the board of directors and approved at the general meetings.	**Article 128** The board of directors shall formulate the rules of procedures of board meetings to ensure the implementation of the resolutions of the general meeting, its work efficiently and decision making in proper manner. The rules of procedures shall be formulated by the board of directors and approved at the general meetings.

Articles of Association		
No.	**Original Article**	**Amended Article**
161.		**Article 129 The Board of Directors shall determine the authority for external investments, asset acquisition and disposal, asset mortgages, external guarantees, entrusted financial management, related-party transactions, external donations and other matters, and establish a strict review and decision-making process. Major investment projects shall be reviewed by relevant experts and professionals and submitted to the general meeting for approval.**
162.	~~**Article 155** In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet reviewed by the general meetings, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval at the general meetings.~~ ~~The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees with fixed assets.~~ ~~The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
163.	**Article 156** The chairman of the board of directors shall exercise the following powers: (1) to preside over general meetings, to convene and preside over meetings of the board of directors; (2) to supervise and check on the implementation of the resolutions of the general meetings ~~and the board of directors~~; (3) ~~to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;~~ ~~(4) to exercise certain powers of the board of directors in accordance with authorization of the board of directors during adjournment of the board meeting;~~ ~~(5) to sign the share certificates issued by the Company;~~ ~~(6) to organize the formulation of relevant systems and to coordinate the operation of the board of directors;~~ ~~(7) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and general meetings after exercising such powers;~~ ~~(8) to receive the work reports of the General Manager, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company;~~	**Article 130** The chairman of the board of directors shall exercise the following powers: (1) to preside over general meetings, to convene and preside over meetings of the board of directors; (2) to supervise and check on the implementation of the resolutions of the general meetings; (3) to exercise other functions and powers conferred by the law, regulations, **these** Articles of Association or the board of directors.

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(9) the board of directors authorizes the chairman of the board of directors to decide on the following issues:~~ ~~(i) any pledge of assets and investments with a transaction amount being more than 1% but less than 3% of the latest audited net assets of the Company;~~ ~~(ii) any entrusted wealth management with a transaction amount being less than 3% of the latest audited net assets of the Company;~~ ~~(iii) any bank loan with an amount within the credit limit approved by the board of directors and being more than 10% of the latest audited net assets;~~ ~~(iv) any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million;~~ ~~(v) acquisition and disposal of significant assets within a year with an amount of more than RMB50 million but less than 3% of the latest audited net assets of the Company.~~ ~~(10) to approve resolutions or matters proposed by the General Manager except those required to be approved by the board of directors or general meeting;~~ ~~(11)~~ to exercise other functions and powers conferred by the law, regulations, Articles of Association or the board of directors.	

Articles of Association		
No.	**Original Article**	**Amended Article**
164.	**Article 157** If the Chairman of the Board is unable to perform his or her duties or fails to perform his or her duties, ~~his or her duties shall be performed by the Vice Chairman of the Board as entrusted by the Chairman of the Board; if the Vice Chairman of the Board is unable or fails to perform these duties,~~ a director elected by ~~at least~~ one half of the directors shall perform such duties.	**Article 131** If the Chairman of the Board is unable to perform his or her duties or fails to perform his or her duties, a director elected by **more than** one half of the directors shall perform such duties.
165.	**Article 158** Meetings of the Board of Directors are divided into regular meetings and interim meetings. The Board of Directors shall hold at least four regular meetings each year. Meetings shall be convened by the Chairman of the Board. An extraordinary board meeting may be convened upon the proposal of ~~chairman of the board of directors,~~ shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors~~, more than a half of the independent directors, General Manager~~ or the ~~board of supervisors~~. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.	**Article 132** Meetings of the Board of Directors are divided into regular meetings and interim meetings. The Board of Directors shall hold at least four regular meetings each year. Meetings shall be convened by the Chairman of the Board. An extraordinary board meeting may be convened upon the proposal of shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors or the **audit and risk management committee**. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.
166.	**Article 159** The notice of board meeting shall be served to all directors, ~~supervisors,~~ the General Manager and the Secretary to the Board by means of hand, mail or facsimile 14 days before the date of the meeting (for regular meetings) or by means of written notice five days before the date of the meeting (for extraordinary meetings). If an extraordinary meeting of the Board of Directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method, provided that the convener gives an explanation thereof at the meeting and the same is entered into the meeting minutes.	**Article 133** The notice of board meeting shall be served to all directors, the General Manager and the Secretary to the Board by means of hand, mail or facsimile 14 days before the date of the meeting (for regular meetings) or by means of written notice five days before the date of the meeting (for extraordinary meetings). If an extraordinary meeting of the Board of Directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method, provided that the convener gives an explanation thereof at the meeting and the same is entered into the meeting minutes.

Articles of Association		
No.	**Original Article**	**Amended Article**
167.	**Article 160** A notice of a meeting of the Board of Directors shall include the following particulars: (1) the date and venue of the meeting; (2) ~~the method by which the meeting is to be held;~~ ~~(3)~~ the duration of the meeting; (~~4~~) the reasons for holding the meeting and the topics to be discussed thereat; ~~(5) the names of the meeting convener and chairman, the name of the person who proposed the interim meeting and his or her written proposal;~~ ~~(6) the meeting materials necessary for the vote by the directors, including the background materials related to the topics to be discussed at the meeting and the information and data that would be of assistance to the directors in understanding the development of the Company's business;~~ ~~(7) a request that the director attend in person or that he or she appoint another director to attend the meeting on his or her behalf;~~ ~~(8) the name of the contact person and his or her contact information; and~~ (~~9~~) the date of issuance of the notice. A notice given orally shall, at minimum, include the particulars set forth in items (1) and (2) above and an explanation to the effect that circumstances are urgent and an interim meeting of the Board of Directors needs to be held as soon as possible.	**Article 134** A notice of a meeting of the Board of Directors shall include the following particulars: (1) the date and venue of the meeting; (2) the duration of the meeting; (**3**) the reasons for holding the meeting and the topics to be discussed thereat; (**4**) the date of issuance of the notice. A notice given orally shall, at minimum, include the particulars set forth in items (1) and (2) above and an explanation to the effect that circumstances are urgent and an interim meeting of the Board of Directors needs to be held as soon as possible.

Articles of Association		
No.	**Original Article**	**Amended Article**
168.	**Article 161** Meetings of the Board of Directors may be held only if more than one half of the directors are present. ~~Supervisors may attend meetings of the Board of Directors in a non-voting capacity. The General Manager and the Board of Directors, if they do not concurrently serve as directors, shall attend meetings of the Board of Directors in a non-voting capacity. When he or she deems it necessary, the meeting convener may notify other relevant persons to attend a meeting of the Board of Directors in a non-voting capacity.~~	**Article 135** Meetings of the Board of Directors may be held only if more than one half of the directors are present. **Board resolutions must be approved by more than half of all directors.** **The voting on board resolutions shall be conducted on a one-person-one-vote basis.**
169.	**Article 162** ~~Once each motion has been fully discussed, the chairman shall propose that the directors present at the meeting vote thereon.~~ ~~When voting on Board resolutions, each director shall have one vote.~~ ~~The voting options open to directors are consent, opposition or abstention. The directors present at a meeting shall select one from among the foregoing options. If a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain. If a director leaves the venue during the course of a meeting without returning to make a selection, he or she shall be deemed to abstain.~~	**Article 136** **The Board of Directors may hold meetings and conduct voting either physically or via electronic communication.**

Articles of Association		
No.	**Original Article**	**Amended Article**
170.	**Article 163** Votes at meetings of the Board of Directors held in person (including meetings held by videoconference) shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the Board of Directors, votes may be held and resolutions adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the Board of Directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the Board of Directors has determined to be material ~~and a meeting held to discuss the appointment and a meeting at which the dismissal of the Secretary to the Board to be considered~~ shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain. ~~For a motion deliberated on at a meeting of the Board of Directors to be carried and constitute the corresponding resolution, more than half of all of the Company's directors must cast an affirmative vote therefore. When the numbers of votes for and against are equal, the chairman of the meeting is entitled to a casting vote. If laws or these Articles of Association require the consent of a larger number of directors for the adoption of a resolution, such provisions shall prevail.~~	**Article 137** Votes at meetings of the Board of Directors held in person (including meetings held by videoconference) shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the Board of Directors, votes may be held and resolutions adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the Board of Directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the Board of Directors has determined to be material shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain. When the Board of Directors is to adopt a resolution on the provision of security pursuant to these Articles of Association within the scope of its authorization, the consent of at least two-thirds of the directors present at the meeting shall be required, in addition to the consent of more than half of all of the directors of the Company. In the event of a conflict between the content and import of different resolutions, the resolution adopted the later in time shall prevail.

Articles of Association		
No.	**Original Article**	**Amended Article**
	When the Board of Directors is to adopt a resolution on the provision of security pursuant to these Articles of Association within the scope of its authorization, the consent of at least two-thirds of the directors present at the meeting shall be required, in addition to the consent of more than half of all of the directors of the Company. In the event of a conflict between the content and import of different resolutions, the resolution adopted the later in time shall prevail.	
171.	**Article 164** If a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the Board of Directors, ~~he or she~~ may not exercise his right to vote regarding such resolution, nor may he or she the voting right of another director as such director's proxy thereon. Such a Board meeting may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a Board meeting shall require adoption by more than one half of the directors without a connected relationship. If the Board meeting is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.	**Article 138** If a director has a connected relationship with an enterprise **or individual** involved in a matter on which a resolution is to be made at a meeting of the Board of Directors, **the director shall promptly report to the Board of Directors in writing. Such related director** may not exercise his**/her** right to vote regarding such resolution, nor may he or she **exercise** the voting right of another director as such director's proxy thereon. Such a Board meeting may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a Board meeting shall require adoption by more than one half of the directors without a connected relationship. If the Board meeting is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.

Articles of Association		
No.	**Original Article**	**Amended Article**
172.	~~**Article 165** If at least one-quarter of the directors or at least two independent non-executive directors believe that they are unable to reach a determination on a relevant matter because the motion before the Board of Directors is unclear or unspecific, the meeting materials are insufficient or other such reason, they may jointly propose that discussion of the motion in question be postponed to a later time. In such circumstances the Board of Directors shall accept the proposal.~~ ~~The directors who proposed postponement of the discussion shall put forth clear requirements in respect of the conditions that are to be satisfied for the motion to be submitted again for consideration.~~	
173.		**Article 139 Board meetings shall be attended in person by the directors. If a director is unable to attend due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf. The power of attorney shall specify the name of the proxy, the matters entrusted, the scope of authorization and the period of validity, and shall be signed or sealed by the principal. The director so appointed shall exercise the rights of the director within the scope of authorization. A director who neither attends the board meeting nor appoints a proxy shall be deemed to have waived his/her voting rights at that meeting.**

Articles of Association		
No.	**Original Article**	**Amended Article**
174.	**Article 166** The Board of Directors shall keep minutes of its decisions on the matters considered at its meetings. The directors attending a meeting and the person taking the minutes shall sign the minutes of the meeting. ~~If a director has an objection to the meeting minutes or a Board resolution, he or she may give a written explanation thereof at the time of signing.~~ The minutes of the board of directors shall be kept as records of the Company for a period of ten years. ~~The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors is in violation of laws, administrative regulations or these Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.~~	**Article 140** The Board of Directors shall keep minutes of its decisions on the matters considered at its meetings. The directors attending a meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the board of directors shall be kept as records of the Company for a period of ten years.
175.	~~**Article 168** Where necessary, the board of directors may establish relevant special committees such as the strategic and investment committee, nomination committee, audit and risk management committee and remuneration and Assessment committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
		Section 4 Special Committees of the Board
176.		**Article 142 The Board of Directors of the Company shall establish an audit and risk management committee, which shall perform the functions and powers of a supervisory committee as stipulated under the Company Law, as well as those functions and powers as required under the Listing Rules.**
177.		**Article 143 The audit and risk management committee shall consist of three members, all of whom shall be directors who do not hold any senior management positions within the Company (i.e., all members shall be non-executive directors), with a majority being independent non-executive directors. The convener of the committee shall be an independent non-executive director with professional accounting qualifications.**

Articles of Association		
No.	**Original Article**	**Amended Article**
178.		**Article 144 The audit and risk management committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audits and overseeing internal controls. The following matters shall be submitted to the Board of Directors for consideration only after obtaining the consent of more than half of all members of the audit and risk management committee:** **(1) financial information disclosed in financial statements and periodic reports, as well as the internal control evaluation report;** **(2) appointment or dismissal of the accounting firm responsible for auditing of the Company;** **(3) appointment or dismissal of the chief financial officer of the Company;** **(4) changes to accounting policies or accounting estimates, or corrections of significant accounting errors, except those resulting from changes in accounting standards;** **(5) other matters as stipulated by laws, administrative regulations, requirements of the CSRC, the Listing Rules and these Articles of Association.**

Articles of Association		
No.	**Original Article**	**Amended Article**
179.		**Article 145 The audit and risk management committee shall convene at least two meetings each year. An interim meeting may be convened upon the proposal of two or more members or when the convener deems it necessary. Meetings of the audit and risk management committee shall be held only when more than two-thirds of its members are in attendance.** **Resolutions of the audit and risk management committee shall be passed by more than half of all its members.** **Voting on resolutions of the audit and risk management committee shall be on a one-person-one-vote basis.** **Resolutions of the audit and risk management committee shall be recorded in written minutes in accordance with relevant regulations, and the members attending the meeting shall sign the minutes.** **The working rules of the audit and risk management committee shall be formulated by the Board of Directors.**
180.		**Article 146 The Board of Directors shall establish other special committees such as the strategy and ESG committee, the nomination committee and the remuneration and evaluation committee, which shall perform their duties in accordance with these Articles of Association and the authorization of the Board of Directors. Proposals of such special committees shall be submitted to the Board of Directors for consideration and decision. The working rules of the special committees shall be formulated by the Board of Directors.**

Articles of Association		
No.	**Original Article**	**Amended Article**
181.		**Article 147 The strategy and ESG committee shall comprise five members, including at least one independent non-executive director. The chairman of the Board shall serve as the convener.** **The primary duties of the strategy and ESG committee shall be to:** **(1) timely assess the Company's development strategy, supervise the formulation and review of development strategies and medium- to long-term development plans of the Company, and provide recommendations;** **(2) study and advise on major investment, financing and guarantee proposals that require approval by the Board of Directors;** **(3) study and advise on major capital operations and asset management projects that require approval by the Board of Directors;** **(4) study and advise on proposals involving the Company's reorganization, mergers and acquisitions, transfer of equity interests held by the Company, restructuring and organizational adjustments that require approval by the Board of Directors;** **(5) study laws, regulations and policies in the ESG field, and advise on the Company's sustainable development and ESG management;** **(6) identify and supervise ESG-related risks and opportunities that have significant impact on the Company's business, and supervise the formulation of strategic plans, systems and implementation rules for ESG management of the Company;** **(7) other matters as stipulated by laws, administrative regulations, requirements of the CSRC, the Listing Rules and these Articles of Association;** **(8) other powers and functions delegated by the Board of Directors.**

Articles of Association		
No.	**Original Article**	**Amended Article**
182.		**Article 148 The nomination committee shall comprise three members, with a majority being independent non-executive directors. The convener shall be an independent non-executive director. The nomination committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing candidates for directors and senior management positions and their qualifications, and making recommendations to the Board of Directors on the following matters:** **(1) nomination or removal of directors;** **(2) appointment or dismissal of senior management personnel;** **(3) other matters as stipulated by laws, administrative regulations, requirements of the CSRC, the Listing Rules and these Articles of Association.** **If the Board of Directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the committee's opinions and the specific reasons for not adopting them in the board resolution, and shall make disclosure accordingly.** **In reviewing the size and composition of the Board of Directors and in identifying and nominating director candidates, diversity of board members shall be considered from various aspects based on the Company's business model and specific needs, including but not limited to gender, age, cultural and educational background and professional experience.**

Articles of Association		
No.	**Original Article**	**Amended Article**
183.		**Article 149 The remuneration and evaluation committee shall comprise three members, with a majority being independent non-executive directors. The convener shall be an independent non-executive director. The remuneration and evaluation committee shall be responsible for formulating the assessment standards for directors and senior management personnel and conducting assessments, formulating and reviewing the remuneration policies and plans, including the remuneration determination mechanism, decision-making procedures, payment and clawback arrangements, and making recommendations to the Board of Directors on the following matters:** **(1) remuneration and remuneration policies for directors and senior management personnel, including but not limited to performance appraisal standards, procedures and main evaluation systems, and key incentive and disciplinary schemes and mechanisms;** **(2) formulation or amendment of equity incentive schemes and employee stock ownership plans, and achievement of the conditions for grant and exercise of rights by incentive recipients;** **(3) arrangements under which directors or senior management personnel are to participate in share ownership plans of subsidiaries to be spun off;** **(4) other matters as stipulated by laws, administrative regulations, requirements of the CSRC, the Listing Rules and these Articles of Association.** **If the Board of Directors does not adopt or does not fully adopt the recommendations of the remuneration and evaluation committee, it shall record the committee's opinions and the specific reasons for not adopting them in the board resolution, and shall make disclosure accordingly.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~Chapter 11 Secretary to the Board~~	
184.	**~~Article 169~~** ~~The Company shall have a Secretary to the Board, who shall be engaged and dismissed by the Board of Directors. The Secretary to the Board shall be a member of the senior management members of the Company and be accountable to the Company and the Board of Directors.~~	
185.	**~~Article 170~~** ~~The Secretary to the Board shall be a natural person with the necessary professional knowledge and experience. He or she shall be appointed by the Board of Directors. His or her main duties shall be as set forth below:~~ ~~(1) to prepare and deliver reports and documents issued by the board of directors and general meetings as required by competent authorities;~~ ~~(2) to organize board meetings and general meetings, be responsible for recording of the meetings and keep meeting documents and records;~~ ~~(3) to handle information disclosure of the Company;~~ ~~(4) to ensure that individuals who are entitled to obtain relevant records and documents may access to them in time;~~ ~~(5) other duties as provided in these Articles of Association.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
186.	~~**Article 171** A director or senior management of the Company other than the General Manager and chief financial officer may also act as the secretary to the board of directors of the Company. Any accountant from accountancy firm or lawyer from law firm which has been appointed by the Company shall not act as the secretary to the board of directors.~~ ~~Where the office of secretary is held concurrently by a director, and an act is required to be done by a director and a secretary separately, the person who holds the office of director and secretary shall not perform the act in a dual capacity.~~	
	Chapter 12 General Manager and Other Senior Management Members	**Chapter 6 Senior Management Members**
187.	**Article 173** Persons who hold any position other than that of director with the Company's Controlling Shareholder ~~or Actual Controller~~ may not serve in senior management members positions of the Company.	**Article 151** Persons who hold any **administrative** position other than that of director **or supervisor** with the Company's Controlling Shareholder may not serve in senior management members positions of the Company. **The Company's senior management members shall receive their remuneration solely from the Company and shall not be paid by the controlling shareholder.**
188.		**Article 152 The circumstances under which a person is disqualified from serving as a director and the departure management system as provided in these Articles of Association shall also apply to senior management members.** **The provisions in these Articles of Association concerning the fiduciary duty and duty of diligence of directors shall also apply to senior management members.**

Articles of Association		
No.	**Original Article**	**Amended Article**
189.	**Article 174** The General Manager shall be accountable to the Board of Directors and exercise the following functions and powers: (1) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report on his or her work to the Board of Directors; (2) to arrange for the implementation of the Company's annual business plans and investment plans; (3) to draft the plan for establishment of the Company's internal management organization; (4) to draft the Company's basic management system; (5) to formulate the ~~basic~~ rules and regulations of the Company;	**Article 153** The General Manager shall be accountable to the Board of Directors and exercise the following functions and powers: (1) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report on his or her work to the Board of Directors; (2) to arrange for the implementation of the Company's annual business plans and investment plans; (3) to draft the plan for establishment of the Company's internal management organization; (4) to draft the Company's basic management system; (5) to formulate the **specific** rules and regulations of the Company;

Articles of Association		
No.	**Original Article**	**Amended Article**
	(6) to request the Board of Directors to engage or dismiss the Company's Deputy General Managers, Chief Accountant, Chief Engineer and Chief Economist; (7) to engage or dismiss management personnel other than those to be engaged or dismissed by the Board of Directors; (8) ~~to propose the holding of interim meetings of the Board of Directors;~~ ~~(9) to decide the following matters according to the authorization of the Board of Directors:~~ ~~(i) pledge of assets and external investment with the amount of less than 1% of the latest audited net assets of the Company;~~ ~~(ii) bank loans with the amount of less than 10% of the latest audited net assets within the credit limit approved by the board of directors;~~ ~~(iii) donations with the amount of less than RMB1 million each and RMB3 million in aggregate in a year and less than RMB1 million to a single recipient in a year;~~ ~~(iv) acquisition and sales of material assets of less than RMB50 million in a year.~~ ~~(10)~~ other duties conferred by these Articles or the board of directors.	(6) to request the Board of Directors to engage or dismiss the Company's Deputy General Managers, Chief Accountant, Chief Engineer and Chief Economist; (7) to engage or dismiss management personnel other than those to be engaged or dismissed by the Board of Directors; (8) other duties conferred by these Articles or the board of directors. **The General Manager who is not serving as a director shall be present at the board meeting in a non-voting capacity.**

Articles of Association		
No.	**Original Article**	**Amended Article**
190.	~~**Article 175** When working out issues that involve the immediate interests of the Company's employees, such as the wages, benefits, work safety, labor protection, social insurance or dismissal of Company employees, the General Manager shall first listen to the opinions of the labor union and the employee representative congress.~~	
191.	~~**Article 176** At the request of the Board of Directors or the Supervisory Committee, the General Manager shall timely report on the execution and performance of material contracts of the Company, on the application of funds and on profits and losses. The General Manager shall ensure the truthfulness, objectivity and completeness of such reports.~~	
192.	~~**Article 177** The General Manager shall attend meetings of the Board of Directors in a nonvoting capacity. If the General Manager is not also a director, he shall not have the right to vote at Board meetings.~~	
193.	**Article 179** The Detailed Rules for the Work of the General Manager shall cover the following: (1) the conditions and procedures for the holding of meetings by the General Manager, and the attendees thereof; (2) the respective specific duties and responsibilities of, and the division of work between, the General Manager, the Deputy General Managers and the other senior management members; (3) the authority to apply Company funds and assets and execute material contracts, and the system for reporting to the Board of Directors ~~and the Supervisory Committee~~; and (4) other matters considered necessary by the Board of Directors.	**Article 155** The Detailed Rules for the Work of the General Manager shall cover the following: (1) the conditions and procedures for the holding of meetings by the General Manager, and the attendees thereof; (2) the respective specific duties and responsibilities of, and the division of work between, the General Manager, the Deputy General Managers and the other senior management members; (3) the authority to apply Company funds and assets and execute material contracts, and the system for reporting to the Board of Directors; and (4) other matters considered necessary by the Board of Directors.

Articles of Association		
No.	**Original Article**	**Amended Article**
194.	**Article 180** The General Manager may tender his or her resignation before the end of his or her term. The specific procedure and method for resignation by the General Manager shall be provided for in the ~~engagement~~ contract between the General Manager and the Company.	**Article 156** The General Manager may tender his or her resignation before the end of his or her term. The specific procedure and method for resignation by the General Manager shall be provided for in the **labor** contract between the General Manager and the Company.
195.		**Article 157 The Company shall have a secretary to the Board of Directors, who shall be responsible for the preparation of general meetings and meetings of the Board of Directors, the safekeeping of documents, the management of shareholder information, and handling matters relating to information disclosure.** **The secretary to the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules and these Articles of Association.**
196.	**Article 181** ~~In the exercise of his or her functions and powers, the General Manager shall perform his or her fiduciary duty and obligation of diligence in accordance with laws and these Articles of Association.~~ If ~~the General Manager~~ violates a law or breaches these Articles of Association in the course of performing his or her Company duties, thereby causing the Company to sustain a loss, he or she shall be liable for damages. ~~A legal risk prevention mechanism set around the Company's general legal counsel structure is to be established to ensure that the operation, decision-making and management of the Company are in compliance with relevant laws, regulations and rules.~~	**Article 158 Where a senior management member, in the performance of his or her duties, causes damage to others, the Company shall bear liability for compensation. If the senior management member has acted with intent or gross negligence, he or she shall also bear liability for compensation.** If **a senior management member** violates a law**, administrative regulation, departmental rule** or breaches these Articles of Association in the course of performing his or her Company duties, thereby causing the Company to sustain a loss, he or she shall be liable for damages. **The Company shall implement a chief legal counsel system, giving full play to the role of the chief legal counsel in legal review and oversight in business management, and promoting the Company's lawful operations.**

Articles of Association		
No.	**Original Article**	**Amended Article**
197.		**Article 159 Senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders.** **Where any senior management member of the Company, due to failure to perform his/her duties faithfully or breach of the obligation of integrity, causes damage to the interests of the Company or the public shareholders, he/she shall bear liability for compensation in accordance with the law.**
	~~**Chapter 13 Supervisory Committee**~~	
	~~**Section 1 Supervisors**~~	
198.	~~**Article 182** Directors, the General Manager and other senior management members may not concurrently serve as supervisors.~~	
199.	~~**Article 183** Supervisors shall serve terms of three years. Upon expiration of their term, supervisors may serve consecutive terms if reelected.~~	
200.	~~**Article 184** Supervisors may not be removed from office during their term of service without cause.~~ ~~A supervisor may tender his or her resignation before the end of his or her term. When a supervisor wishes to resign, he or she shall submit a written resignation to the Supervisory Committee.~~	
201.	~~**Article 185** If the number of members of the Supervisory Committee falls below the statutory number due to a failure to timely elect a supervisor upon expiration of a supervisor's term of office or due to the resignation of a supervisor during his or her term of office, the incumbent supervisor shall continue to perform his or her duties as supervisor in accordance with laws and these Articles of Association until the incoming supervisor takes up his or her position.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
202.	~~**Article 186** Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.~~	
203.	~~**Article 187** Supervisors may attend meetings of the Board of Directors in a non-voting capacity and raise questions and make suggestions in respect of matters that are the subject of resolutions of the Board of Directors.~~	
204.	~~**Article 188** A supervisor may not use his or her connected relationships to harm the interests of the Company and shall be liable for damages if the Company suffers loss as a result thereof.~~	
205.	~~**Article 189** Supervisors shall perform their supervisory duties faithfully and diligently in accordance with laws and these Articles of Association.~~ ~~If a supervisor violates a law or breaches these Articles of Association in performing his or her Company duties, thereby causing the Company to sustain a loss, he or she shall be liable for damages.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~**Section 2 Supervisory Committee**~~	
206.	~~**Article 190** The Company shall have a Supervisory Committee, which shall consist of three supervisors. The Supervisory Committee shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall convene and preside over meetings of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his or her duties, a supervisor jointly selected by at least one half of the supervisors shall convene and preside over a meeting.~~ ~~The Supervisory Committee shall include two supervisors who represent the shareholders and one supervisor who represents the employees. The supervisors who represent the shareholders shall be elected or removed from office by the general meeting, and the supervisor who represents the employees shall be democratically elected or removed from office by the Company's employees.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
207.	~~**Article 191** The Supervisory Committee shall be accountable to the general meeting and exercise the following functions and powers in accordance with the law:~~ ~~(1) to review the regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;~~ ~~(2) to examine the Company's finances, and, when necessary, it may appoint a separate accounting firm in the Company's name to independently review the Company's finances;~~ ~~(3) to supervise the directors, the General Manager and other senior management members in the performance of their Company duties and to propose the removal of directors or senior management members who violate laws or breach these Articles of Association or resolutions of the general meeting;~~ ~~(4) if an act of a director or of the General Manager or another senior officer is detrimental to the Company's interests, to require him or her to correct such act;~~ ~~(5) to propose the holding of extraordinary general meetings and, in the event that the Board of Directors fails to perform its duty of convening and presiding over a general meeting, to convene and preside over such a meeting in accordance with the law;~~ ~~(6) to submit motions to the general meeting;~~ ~~(7) to sue directors or senior management members in accordance with relevant laws; and~~ ~~(8) to conduct an investigation and, if necessary, engage professional organizations, such as accounting firms and law firms, to assist it in its work in the event that it discovers any irregularities in the Company's operations.~~ ~~The reasonable expenses incurred in engaging a professional, such as a lawyer, certified public accountant, professional auditor, etc., by the Supervisory Committee in exercising its functions and powers shall be borne by the Company.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
208.	~~**Article 192** Meetings of the Supervisory Committee are divided into regular meetings and interim meetings.~~ ~~At least one regular meeting of the Supervisory Committee shall be held in the first half of each year and in the second half of each year. Meetings shall be convened by the chairman of the Supervisory Committee.~~ ~~Supervisors may propose the calling of interim meetings of the Supervisory Committee.~~	
209.	~~**Article 193** The Supervisory Committee shall formulate the Rules of Procedure for the Supervisory Committee, which shall specify the procedures for the discussion of matters and voting at such meetings so as to ensure the efficiency of the work and rationality of the decisions of the Supervisory Committee.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
210.	~~**Article 194** Votes at meetings of the Supervisory Committee shall be held by disclosed ballot and each supervisor shall have one vote.~~ ~~Votes at meetings of the Supervisory Committee held in person (including meetings held by videoconference) may be conducted by a show of hands or disclosed ballot. If a supervisor attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the supervisors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the supervisors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the supervisors of their opinions at a meeting of the Supervisory Committee, votes may be held and resolutions adopted by means of communication, and such resolutions shall be signed by the supervisors in attendance. A deadline shall be set for votes held by means of communication, and if a supervisor fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain.~~ ~~The voting options open to supervisors are consent, opposition or abstention. The supervisors present at a meeting shall select one from among the foregoing options. If a supervisor fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain.~~ ~~Resolutions of the Supervisory Committee shall require the affirmative vote of at least two-thirds of the members of the Supervisory Committee for adoption.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
211.	~~**Article 195** The board of supervisors shall record all matters considered at the meeting into the meeting minutes. Participating supervisors shall sign the meeting minutes for confirmation. If a supervisor has an objection to the meeting minutes, he or she may give a written explanation thereof at the time of signing.~~ ~~If a supervisor fails to sign the meeting minutes in confirmation in accordance with the preceding paragraph, or does not give a written explanation of his or her objections, he or she shall be deemed as being in full agreement with the meeting minutes.~~	
212.	~~**Article 196** The minutes of meetings of the Supervisory Committee, together with the meeting notice, meeting materials, meeting sign-in register, the instruments of appointment of supervisor proxies, the sound recording of the meeting and the vote ballots shall serve as Company files and be kept by the office of the Supervisory Committee for a period of not less than 20 years.~~	
213.	~~**Article 197** A notice of a meeting of the Supervisory Committee shall include the following particulars:~~ ~~(1) the date, venue and duration of the meeting;~~ ~~(2) the reason for convening the meeting and the agenda; and;~~ ~~(3) the date on which the notice is given.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~Chapter 14 Qualifications and Obligations of the Directors, Supervisors, General Manager and Other Senior Management Members of the Company~~	
214.	**~~Article 198~~** ~~None of the following persons may serve as a director, supervisor, General Manager or other senior management members of the Company:~~ ~~(1) persons without capacity or with limited capacity for civil acts;~~ ~~(2) persons who were sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where not more than five years have elapsed since the expiration of the period of punishment; or persons who were deprived of their political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of deprivation;~~ ~~(3) persons who served as directors, or factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation;~~ ~~(4) persons who served as the legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefore and not more than three years have elapsed since the date of revocation of the business license;~~ ~~(5) persons with comparatively large debts that have fallen due but have not been settled;~~ ~~(6) persons whose cases have been placed on the docket and are being investigated by the judicial authorities because they violated the criminal law, and such cases are still pending;~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(7) persons who may not serve as leaders of enterprises by virtue of laws;~~ ~~(8) non-natural persons; and~~ ~~(9) persons ruled by a competent authority to have violated securities-related regulations, where such violation involved fraudulent or dishonest acts and not more than five years have elapsed since the date of the ruling.~~ ~~If a director, supervisor, the General Manager or other senior management members is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid.~~	
215.	~~**Article 199** The validity of an act of a director, the General Manager or other senior management members of the Company on behalf of the Company shall not, vis-àvis a bona fide third party, be affected by any non-compliance in his holding of such office, election or qualifications.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
216.	~~**Article 200** In addition to obligations imposed by laws and the listing rules of the stock exchanges on which shares of the Company are listed, the Company's directors, supervisors, General Manager and other senior management members shall owe each shareholder the following obligations in the exercise of the functions and powers granted to them by the Company:~~ ~~(1) not to cause the Company to exceed the scope of business stipulated in its business license;~~ ~~(2) to act honestly in the best interest of the Company;~~ ~~(3) not to deprive the Company of its property in any way, including (but not limited to) any opportunities that are advantageous to the Company; and~~ ~~(4) not to deprive shareholders of their individual rights or interests, including (but not limited to) rights to distributions and voting rights, unless pursuant to a restructuring of the Company submitted to and adopted by the general meeting in accordance with these Articles of Association of the Company.~~	
217.	~~**Article 201** The Company's directors, supervisors, General Manager and other senior management members shall have an obligation, in the exercise of their rights or discharge of their obligations, to perform their acts with the care, diligence and skill that a reasonably prudent person should exercise in comparable circumstances.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
218.	~~**Article 202** The Company's directors, supervisors, General Manager and other senior management members must, in the performance of their duties and responsibilities, abide by the fiduciary principle and shall not place themselves in a position where their personal interests and their duties may conflict. This principle shall include but not be limited to the fulfillment of the following obligations:~~ ~~(1) to act honestly in the best interest of the Company;~~ ~~(2) to exercise powers within the scope of their functions and powers and not to exceed such powers;~~ ~~(3) to personally exercise the discretion vested in him or her and not allow himself or herself to be manipulated by another person and, unless permitted by laws or with the informed consent of the general meeting, not to delegate the exercise of his or her discretion;~~ ~~(4) to accord equal treatment to shareholders of the same class and fair treatment to shareholders of different classes;~~ ~~(5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in these Articles of Association or with the informed consent of the general meeting;~~ ~~(6) not to use Company property for his or her own benefit in any way without the informed consent of the general meeting;~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(7) not to use his or her functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate Company property in any way, including but not limited to any opportunities that are advantageous to the Company;~~ ~~(8) not to accept commissions in connection with Company transactions without the informed consent of the general meeting;~~ ~~(9) to abide by these Articles of Association, to perform his or her duties faithfully, to protect the interests of the Company, and not to use his or her position, functions and powers in the Company to seek personal gain;~~ ~~(10) not to use the advantages of his or her office to appropriate for himself/herself or for others, business opportunities which rightly belong to the Company, operate a business for his own account or on behalf of others which is of the same type as the Company's business or compete with the Company in any way without the informed consent of the general meeting;~~ ~~(11) not to divert Company funds, not to deposit Company assets or funds in accounts opened in his or her own or in another name;~~ ~~(12) not to, in breach of these Articles of Association, lend Company funds to others, and not to use Company property as security for the debts of Company shareholders or other individuals without the consent of the general meeting or Board of Directors;~~ ~~(13) not to use his or her connected relationships to harm the interests of the Company; and~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(14) without the informed consent of the general meeting, not to disclose confidential information relating to the Company that was acquired by him or her during his or her tenure; and not to use such information except in the furtherance of the interests of the Company; however, such information may be disclosed to a court or other competent government authorities if:~~ ~~(i) provided for by law;~~ ~~(ii) required in the public interest; or~~ ~~(iii) required in the personal interest of such director, supervisor, General Manager or other senior management members of the Company.~~	
219.	~~**Article 203** A director, a supervisor, the General Manager or other senior management members of the Company may not incite the following persons or organizations ("connected persons") to do what such director, supervisor, General Manager or other senior management members may not do:~~ ~~(1) the spouse or a minor child of such director, supervisor, General Manager or other senior management members of the Company;~~ ~~(2) a trustee of such director, supervisor, General Manager or other senior management members of the Company or of any person referred to in item (1) hereof;~~ ~~(3) a partner of such director, supervisor, General Manager or other senior management members of the Company or of any person referred to in items (1) and (2) hereof;~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(4) a company over which such director, supervisor, General Manager or other senior management members of the Company, alone or jointly with any person referred to in items (1), (2) and (3) hereof or any other director, supervisor, General Manager or other senior management members of the Company, has de facto control;~~ ~~(5) a director, a supervisor, the General Manager or other senior management members of a company being controlled as referred to in item (4) hereof.~~	
220.	~~**Article 204** The fiduciary obligation of the Company's directors, supervisors, General Manager and other senior management members do not necessarily cease with the termination of their tenure. Their confidentiality obligation in relation to the Company's trade secrets shall survive the termination of their tenure. The terms for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company terminated.~~	
221.	~~**Article 205** A director, a supervisor, the General Manager or other senior management members of the Company may, by informed decision of the general meeting, be relieved from liability for a specific breach of his or her obligations, except in circumstances as specified in Article 64 of the Articles of Association.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
222.	~~**Article 206** If a director, a supervisor, the General Manager or other senior management members of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement concluded or planned by the Company (excluding his or her engagement contract with the Company), he or she shall disclose the nature and extent of his or her interest to the Board of Directors at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board of Directors.~~ ~~If a director has a connected relationship (meaning that he or she serves as director or senior officer with the transaction counterparty, or directly or indirectly controls the entity with legal personality of the transaction counterparty, or serves as director or senior officer with the entity with legal personality that directly or indirectly controls the transaction counterparty) with an enterprise involved in a matter on which a resolution is to be made at a meeting of the Board of Directors, he or she may not exercise his right to vote regarding such resolution, nor may he or she exercise voting rights thereon as the proxy of another director. Such a Board meeting may be held if more than one half of the directors without a connected relationship are present (directors with a connected relationship must refrain from attending), and the resolutions made at such a Board meeting shall require adoption by more than one half of the directors without a connected relationship.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~A director may not vote on any contract, transaction or arrangement in which he or she or any person connected to him or her (as defined in the securities listing rules valid from time to time) has a material interest and which is to be approved by the Board of Directors or any other proposals related thereto. Additionally, he or she may not count in the quorum for the meeting. Unless the interested director, supervisor, General Manager or other senior management members of the Company has disclosed such interest to the Board of Directors as required under the first paragraph hereof and the matter has been approved by the Board of Directors at a meeting in which he or she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, unless the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, General Manager or other senior management members concerned.~~ ~~A director, a supervisor, the General Manager or other senior management members of the Company shall be deemed to be interested in any contract, transaction or arrangement in which a connected person of that director, supervisor, General Manager or other senior management members is interested.~~	
223.	~~**Article 207** If a director, a supervisor, the General Manager or other senior management members of the Company gives a written notice to the Board of Directors before the conclusion of the contract, transaction or arrangement is first considered by the Company stating that, by reason of the contents of the notice, he is interested in the contract, transaction or arrangement that may subsequently be made by the Company, such director, supervisor, General Manager or other senior management members of the Company shall be deemed for the purposes of the preceding Articles of this Chapter to have declared his interest, to the extent stated in the notice.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
224.	~~**Article 208** The Company may not in any manner pay tax on behalf of its directors, supervisors, General Manager or other senior management members.~~	
225.	~~**Article 209** The Company may not directly or indirectly provide a loan to, or loan guarantees for, its directors, supervisors, General Manager and other senior management members or those of its parent company, or provide loans to or loan guarantees for connected persons of the above-mentioned persons.~~ ~~The provisions of the preceding paragraph shall not apply to the following circumstances:~~ ~~(1) the provision by the Company of a loan to or a loan guarantee for a subsidiary of the Company;~~ ~~(2) the provision by the Company of a loan, loan guarantee or other moneys to a director, a supervisor, the General Manager or other senior management members of the Company under an engagement contract approved by the general meeting, so as to enable him to meet the expenses incurred for the purposes of the Company or for the performance of his or her Company duties; or~~ ~~(3) the provision by the Company of a loan or a loan guarantee to a relevant director, a supervisor, the General Manager or other senior management members of the Company or to a connected person thereof on normal commercial terms, if the ordinary scope of business of the Company includes the lending of money or the provision of loan guarantees.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
226.	~~**Article 210** A loan provided by the Company in breach of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.~~	
227.	~~**Article 211** A loan guarantee provided by the Company in breach of the first paragraph of Article 209 shall be unenforceable against the Company, unless:~~ ~~(1) the loan was provided to a connected person of a director, a supervisor, the General Manager or other senior management members of the Company or of its parent company, and at the time the loan was advanced the lender did not know the relevant circumstances; or~~ ~~(2) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.~~	
228.	~~**Article 212** For the purposes of the preceding Articles of this Chapter, the term "guarantee" shall include an act whereby the guarantor assumes liability or provides property to guarantee or secure the performance of obligations by the obligor.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
229.	~~**Article 213** If a director, a supervisor, the General Manager or other senior management members of the Company breaches his or her obligations to the Company, the Company shall, in addition to any rights and remedies provided by law, have the right to:~~ ~~(1) require the relevant director, supervisor, General Manager or other senior management members to compensate for the losses sustained by the Company as a consequence of his or her dereliction of duty;~~ ~~(2) rescind any contract or transaction concluded by the Company with the relevant director, supervisor, General Manager or other senior management members and contracts or transactions with a third party (where such third party is well aware or should know that the director, supervisor, General Manager or other senior management members representing the Company was in breach of his or her obligations to the Company);~~ ~~(3) require the relevant director, supervisor, General Manager or other senior management members to surrender the gains derived from the breach of his or her obligations;~~ ~~(4) recover any moneys received by the relevant director, supervisor, General Manager or other senior management members that should have been received by the Company, including but not limited to commissions; and~~ ~~(5) require the relevant director, supervisor, General Manager or other senior management members to return the interest earned or possibly earned on the moneys that should have been given to the Company.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
230.	~~**Article 214** The Company shall conclude written contracts with each director and supervisor of the Company concerning his or her remuneration. Such contracts shall be approved by the general meeting before they are entered into. The aforementioned remuneration shall include:~~ ~~(1) remuneration in respect of his or her service as a director, supervisor or senior management members of the Company;~~ ~~(2) remuneration in respect of his service as a director, supervisor or senior management members of a subsidiary of the Company;~~ ~~(3) remuneration for other services provided toward the management of the Company or a subsidiary thereof; and~~ ~~(4) the payment by way of compensation for his or her loss of office or retirement to the aforementioned directors and supervisors in respect of redundancy or retirement.~~ ~~A director or supervisor may not sue the Company for benefits due to him or her on the basis of the aforementioned matters, except under a contract as mentioned above.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
231.	~~**Article 215** The Company shall specify in the contract concluded with a director or supervisor of the Company concerning his or her remuneration that in the event of a takeover of the Company, a director or supervisor of the Company shall, subject to prior approval of the general meeting, have the right to receive the compensation or other moneys obtainable for loss of office or retirement.~~ ~~For the purposes of the preceding paragraph, the term "a takeover of the Company" shall mean either of the following:~~ ~~(1) anyone making a purchase offer to all of the shareholders; or~~ ~~(2) anyone making a purchase offer with a view to the offer or becoming a controlling shareholder as defined in these Articles of Association.~~ ~~If the relevant director or supervisor has failed to comply with this Article, any sums received by him or her shall belong to those persons that have sold their shares as a result of their acceptance of the aforementioned offer, and the expenses incurred in the pro rata distribution of such sums shall be borne by the relevant director or supervisor and may not be paid out of such sums.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 15 Party Committee	**Chapter 7 Party Committee**
232.	**Article 216** The Company shall setup a Party committee (the "Party Committee") composed of one secretary and several members. The Chairman of the Board and the Secretary to the Party Committee shall be in principle assumed by the same person. A full-time deputy secretary shall be appointed to be responsible for the Party building. Eligible Party Committee members may enter the Board of Directors~~, the Supervisory Committee~~ and the management via legal procedures; and members of the Board of Directors~~, the Supervisory Committee~~ and the management may enter the Party Committee according to relevant provisions and procedures. Meanwhile, a discipline inspection commission shall be established as stipulated.	**Article 160** The Company shall setup a Party committee (the "Party Committee") composed of one secretary and several members. The Chairman of the Board and the Secretary to the Party Committee shall be in principle assumed by the same person. A full-time deputy secretary shall be appointed to be responsible for the Party building. Eligible Party Committee members may enter the Board of Directors and the management via legal procedures; and members of the Board of Directors and the management may enter the Party Committee according to relevant provisions and procedures. Meanwhile, a discipline inspection commission shall be established as stipulated.
	Chapter 16 Financial and Accounting Systems and Distribution of Profits	**Chapter 8 Financial and Accounting Systems, Distribution of Profits and Auditing**
233.	**Article 219** The Company shall formulate its financial and accounting systems in accordance with ~~PRC~~ laws and the ~~PRC accounting standards formulated by~~ relevant state authorities.	**Article 163** The Company shall formulate its financial and accounting systems in accordance with laws**, administrative regulations** and the **requirements of** relevant state authorities.
234.	**Article 220** ~~The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be audited by an accounting firm in accordance with the law.~~ ~~The Company shall adopt the Gregorian calendar year as its fiscal year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year. The Company shall adopt the Renminbi as its bookkeeping base currency and its account books shall be kept in Chinese.~~	**Article 164 The Company shall disclose its annual reports, interim reports and other announcements in accordance with relevant laws, regulations and the Listing Rules.**

Articles of Association		
No.	**Original Article**	**Amended Article**
235.	~~**Article 221** The Company shall publish financial reports twice every fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.~~ ~~The aforementioned financial and accounting reports shall be prepared in accordance with relevant laws.~~	
236.	**Article 222** The Board of Directors of the Company shall place before the shareholders at each annual general meeting such financial reports as relevant laws require the Company to prepare.	**Article 165** The Board of Directors of the Company shall place before the shareholders at each annual general meeting such financial reports as relevant laws require the Company to prepare.
237.	**Article 223** The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting ~~(AGM)~~. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter. The Company shall send a copy of the financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss account or income and expenditure statement, or summary financial report to ~~each holder of overseas listed foreign shares by pre-paid mail~~ at least 21 days before the convening of the annual general meeting. ~~The address of the recipient shall be the registered address as shown on the register of shareholders.~~	**Article 166** The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter. The Company shall send a copy of the financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss account or income and expenditure statement, or summary financial report to **shareholders** at least 21 days before the convening of the annual general meeting. **Subject to compliance with laws, administrative regulations, departmental rules and relevant rules of the securities regulatory authority at the place where the Company's shares are listed, the Company may make such disclosures by means of announcement, including publication on the Company's website.**

Articles of Association		
No.	**Original Article**	**Amended Article**
238.	~~**Article 224** The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations.~~	
239.	**Article 225** The ~~interim~~ results or financial information announced or disclosed by the Company shall be prepared in accordance with the ~~PRC accounting standards~~ and regulations.	**Article 167** The results **(including interim results)** or financial information **such as financial statements** announced or disclosed by the Company shall be prepared in accordance with the **China Accounting Standards for Business Enterprises** and regulations.
240.	**Article 226** The Company shall not keep accounts other than those provided by law. ~~Any assets~~ of the Company shall not be kept under any account opened in the name of any individual.	**Article 168** The Company shall not keep accounts other than those provided by law. **Funds** of the Company shall not be kept under any account opened in the name of any individual.
241.	~~**Article 227** The capital common reserve shall include the following funds:~~ ~~(1) the premiums obtained from the issue of shares above par; and~~ ~~(2) other revenue required by the State Council's finance authority to be included in the capital common reserve.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
242.	**Article 228** When the Company distributes its after-tax profits for a given year, it shall allocate 10 percent of profits to its statutory common reserve. The Company shall no longer be required to make allocations to its statutory common reserve once the aggregate amount of such reserve reaches at least 50 percent of its registered capital. If the Company's statutory common reserve is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory common reserve in accordance with the preceding paragraph. After making the allocation from its after-tax profits to its statutory common reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary common reserve. After the Company has made up its losses and made allocations to its common reserves, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless these Articles of Association provide that distributions are to be made otherwise than proportionally. ~~If the general meeting breaches the provisions of the preceding paragraph by distributing profits to shareholders before the Company has made up its losses and made allocations to the statutory common reserve, the shareholders must return to the Company the profits that were distributed in breach of the said provisions.~~ Shares of the Company that are held by the Company itself shall not participate in the distribution of profits.	**Article 169** When the Company distributes its after-tax profits for a given year, it shall allocate 10 percent of profits to its statutory common reserve. The Company shall no longer be required to make allocations to its statutory common reserve once the aggregate amount of such reserve reaches at least 50 percent of its registered capital. If the Company's statutory common reserve is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory common reserve in accordance with the preceding paragraph. After making the allocation from its after-tax profits to its statutory common reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary common reserve. After the Company has made up its losses and made allocations to its common reserves, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless these Articles of Association provide that distributions are to be made otherwise than proportionally. **Where the general meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the improperly distributed profits to the Company. If such distribution causes losses to the Company, the shareholders and the responsible directors and senior management personnel shall bear liability for compensation.** Shares of the Company that are held by the Company itself shall not participate in the distribution of profits.

Articles of Association		
No.	**Original Article**	**Amended Article**
243.		**Article 170 The objective of the Company's cash dividend policy is to maintain a fixed dividend payout ratio.** **Where the Company's operating cash flow falls below a specified threshold, profit distribution may be suspended.**
244.	**Article 229** The Company's common reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's capital. ~~However, the capital common reserve will not be used to make up the Company's losses.~~ When funds in the statutory common reserve are converted ~~into~~ capital, the funds remaining in such reserve will not be less than 25 percent of the Company's registered capital before the conversion.	**Article 171** The Company's common reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's capital. **To cover losses, the Company shall first use discretionary surplus reserves and statutory surplus reserves; if these are insufficient, capital reserves may be used in accordance with relevant regulations.** When funds in the statutory common reserve are converted **for increase in registered** capital, the funds remaining in such reserve will not be less than 25 percent of the Company's registered capital before the conversion.

Articles of Association		
No.	**Original Article**	**Amended Article**
245.	**Article 231** The Company shall appoint receiving agents for holders of overseas listed foreign investment shares to collect on behalf of the relevant shareholders the dividends distributed and other moneys payable in respect of overseas listed foreign investment shares, and hold the same until they can be paid to the relevant shareholders. The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant regulations of the stock exchange, where shares are listed. ~~The receiving agents appointed by the Company for the holders of overseas listed foreign investment shares listed on the SEHK shall be trust companies registered under the Trustee Ordinance of Hong Kong.~~ ~~Subject to the laws of the PRC, the Company may exercise the power to forfeit unclaimed dividends, provided that it does so only after the expiration of the applicable relevant period.~~ ~~The Company has the power to cease sending dividend warrants by post to a given holder of overseas listed foreign investment shares, but may exercise such power only if such warrants have been left uncashed on two consecutive occasions. However, the Company may exercise such power after the first occasion on which such a warrant is returned undelivered.~~	**Article 173** The Company shall appoint receiving agents for holders of overseas listed foreign investment shares to collect on behalf of the relevant shareholders the dividends distributed and other moneys payable in respect of overseas listed foreign investment shares, and hold the same until they can be paid to the relevant shareholders. The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant regulations of the stock exchange, where shares are listed.

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~The Company has the power to sell by a method deemed fit by the general meeting the shares of a holder of overseas listed foreign investment shares who is untraceable, provided that it complies with the following conditions:~~ ~~(1) the Company was, during a period of 12 years, required to pay at least three dividends in respect of the shares in question but no dividend during that period was claimed; and~~ ~~(2) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company is listed and notifies the securities regulator of the place where its shares are listed of such intention.~~	
246.	**Article 232** After the Company's general meeting has passed a resolution on the profit distribution plan, ~~the Company's Board of Directors must~~ complete the dividend (or share) distribution within two months ~~after the general meeting~~.	**Article 174** After the Company's general meeting has passed a resolution on the profit distribution plan, **or after the Board of Directors has formulated a specific plan based on the interim dividend conditions and caps for the following year approved at the annual general meeting, the Company shall** complete the dividend (or share) distribution within two months.
		Section 2 Internal Audit
247.	**Article 235** The Company shall implement an internal auditing system ~~and appoint dedicated auditing personnel to carry out internal auditing and supervision of the Company's financial revenues and expenditures, and economic activities~~.	**Article 177** The Company shall implement an internal auditing system **, which shall clearly define the leadership structure, responsibilities and authorities, staffing, funding support, utilization of audit results and accountability mechanisms for internal audit work**.
248.	**Article 236** ~~The Company's internal auditing system and the responsibilities of its auditing personnel shall be implemented after the approval thereof by the Board of Directors. The person in charge of auditing shall be accountable and report to the Board of Directors.~~	**Article 178 The Company's internal audit department shall conduct supervision and inspection of the Company's business activities, risk management, internal control and financial information. The internal audit department shall maintain its independence, be staffed with dedicated audit personnel, and shall not be subordinate to the finance department or share office space with the finance department.**

Articles of Association		
No.	**Original Article**	**Amended Article**
249.		**Article 179 The internal audit department shall be accountable to the Board of Directors.** **During the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information, the internal audit department shall be subject to the supervision and guidance of the audit and risk management committee. If the internal audit department discovers any material issues or leads, it shall report directly and immediately to the audit and risk management committee.**
250.		**Article 180 The internal control evaluation department shall be responsible for organizing and implementing the Company's internal control evaluation. The Company shall issue the annual internal control evaluation report based on the evaluation report and related materials prepared by the internal control evaluation department and reviewed by the audit and risk management committee.**
251.		**Article 181 When the audit and risk management committee communicates with accounting firms, national audit authorities or other external audit entities, the internal audit department shall actively cooperate and provide necessary support and assistance.**
252.		**Article 182 The audit and risk management committee shall participate in the performance evaluation of the head of the internal audit department.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 17 Engagement of Accounting Firms	**Section 3 Engagement of Accounting Firms**
253.	**Article 237** ~~The Company shall engage an independent accounting firm that complies with relevant provisions of PRC laws to audit the annual financial reports and review other financial reports of the Company.~~ ~~The first accounting firm of the Company may be engaged by the inaugural general meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.~~ ~~If the inaugural general meeting does not exercise its power under the preceding paragraph, the Board of Directors shall exercise such power.~~	**Article 183 The Company shall engage an accounting firm that complies with the provisions of the Securities Law to perform services such as auditing of financial statements, verification of net assets and other related consulting services. The term of engagement shall be one year and may be renewed.**
254.	**Article 238** ~~The term of engagement of an accounting firm engaged by the Company shall commence upon the adjournment of the annual general meeting of the Company and end upon the adjournment of the next annual general meeting.~~	**Article 184 The engagement or dismissal of an accounting firm of the Company shall be determined at the general meeting. The Board of Directors shall not appoint an accounting firm before being determined at the general meeting.**

Articles of Association		
No.	**Original Article**	**Amended Article**
255.	~~**Article 239** An accounting firm engaged by the Company shall have the following rights:~~ ~~(1) the right of accessing to the account books, records or vouchers of the Company and the right to require directors, the General Manager and other senior management members of the Company to provide relevant information and explanations;~~ ~~(2) the right to require the Company to take reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties; and~~ ~~(3) the right to attend shareholders' meetings in a non-voting capacity, to receive notice of or other information concerning any meetings of or concerning which shareholders have a right to receive notice or other information, and to be heard at any shareholders' meetings on any matter which relates to it as the accounting firm of the Company.~~	**Article 185** **The Company shall ensure that the engaged accounting firm is provided with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and shall not refuse, conceal, or make false statements.**
256.	~~**Article 240** If the position of accounting firm becomes vacant, the Board of Directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy persists, such accounting firms may continue to act.~~	
257.	~~**Article 241** The general meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.~~	
258.	**Article 242** The ~~remuneration or method of determining the remuneration~~ of an accounting firm shall be decided upon by the general meeting. ~~The remuneration of an accounting firm engaged by the Board of Directors shall be determined by the Board of Directors.~~	**Article 186** The **auditing fee** of an accounting firm shall be decided upon by the general meeting.

Articles of Association		
No.	**Original Article**	**Amended Article**
259.	~~**Article 243** The engagement, dismissal or non-renewal of engagement of an accounting firm shall be decided upon by the general meeting and be reported to the State Council's securities authority for the record.~~ ~~Where a resolution at a general meeting is to be passed to appoint as accounting firm an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of accounting firm, or to remove an accounting firm before the expiration of its term of office, matters shall be handled in accordance with the following provisions:~~ ~~(1) the motion of engagement or dismissal shall be sent, before issuance of the notice of the general meeting, to the accounting firm proposed to be appointed or the accounting firm proposing to leave its post or the accounting firm that has left its post in the relevant fiscal year;~~ ~~leaving includes leaving by removal, resignation and retirement;~~ ~~(2) if the accounting firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):~~ ~~(i) in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm that is leaving its post; and~~ ~~(ii) serve a copy of the representations as an attachment to the notice on the shareholders by the method specified in these Articles of Association;~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(3) if the accounting firm's representations are not sent under item (2) of this Article, the relevant accounting firm may, in addition to its right to be heard, require that the representations be read out at the general meeting;~~ ~~(4) an accounting firm that is leaving its post shall be entitled to attend:~~ ~~(i) the general meeting at which its term of office would otherwise have expired;~~ ~~(ii) any general meeting at which it is proposed to fill the vacancy caused by its removal; and~~ ~~(iii) any general meeting convened on its resignation;~~ ~~and to receive all notices of, and other information relating to, any such 90 meeting, and to be heard at any such meeting which it attends on matters which concern it as former accounting firm of the Company.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
260.	**Article 244** When the Company dismisses or does not renew the engagement of an accounting firm, it shall give advance notice to the accounting firm. ~~The accounting firm shall have the right to present its views before the general meeting.~~ Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company. ~~(1) Any accounting firm may resign from its office by depositing at the Company's legal residence 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:~~ ~~(i) a statement to the effect that there are no circumstances connected to its resignation which it considers should be brought to the attention of the shareholders or creditors of the Company; or~~ ~~(ii) a statement of any matters of which an account should be given.~~ ~~(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1)(ii) of this Article, a copy of such representation shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such representation to every holder of overseas listed foreign shares by prepaid post, and it shall be sent to the addresses recorded in the register of shareholders.~~ ~~(3) Where the notice of resignation of an accounting firm contains a statement of paragraph (1) (ii) of this Article of any matters of which an account should be given, the accounting firm may require the board of directors to convene a extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.~~	**Article 187** When the Company dismisses or does not renew the engagement of an accounting firm, it shall give **15-day** advance notice to the accounting firm. **When the general meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to present its views.** Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~**Chapter 18 Information Disclosure**~~	
261.	~~**Article 245** The Board of Directors of the Company shall formulate the criteria, method, means, etc. for the disclosure of information and establish and enhance the Company's information disclosure system in accordance with laws, relevant regulations of the securities regulator of the place where Company shares are listed and relevant provisions of these Articles of Association.~~	
262.	~~**Article 246** The Company shall compliantly disclose information in accordance with the principles of truthfulness, accuracy, completeness and timeliness.~~	
	Chapter 19 Merger, Division, Dissolution and Liquidation of the Company	**Chapter 9 Merger, Division, Increase or Decrease of Capital, Dissolution and Liquidation**
		Section 1 Merger, Division, Increase or Decrease of Capital
263.	**Article 247** ~~The Company may carry out mergers or divisions in accordance with the law. Mergers and divisions of the Company shall comply with relevant laws.~~ A merger involving the Company may take either the form of a merger by absorption or the form of a merger by new establishment. The absorption of one company by another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. The merger of two or more companies into a new company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.	**Article 188** A merger involving the Company may take either the form of a merger by absorption or the form of a merger by new establishment. The absorption of one company by another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. The merger of two or more companies into a new company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.
264.		**Article 189 Where the consideration for a merger paid by the Company does not exceed 10% of the Company's net assets, approval by the general meeting is not required, unless otherwise provided in these Articles of Association.** **A merger conducted without a resolution of the general meeting pursuant to the preceding paragraph shall be subject to a resolution of the Board of Directors.**

Articles of Association		
No.	**Original Article**	**Amended Article**
265.	~~**Article 248** The merger or division of the Company shall require the preparation of a proposal by the Board of Directors. After such proposal has been adopted in accordance with the procedures specified in these Articles of Association, relevant approval procedures shall be carried out in accordance with the law. Shareholders that oppose the proposal for the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.~~ ~~Holders of overseas listed foreign investment shares shall additionally be served copies of the aforementioned document by mail.~~	
266.	**Article 249** If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make ~~at least 3~~ announcements in the newspapers. A creditor may, within 30 days from the date of receipt of the written notice or, if he did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay its debt to him in full or to provide commensurate security. When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.	**Article 190** If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make announcements in the newspapers **or through the National Enterprise Credit Information Publicity System**. A creditor may, within 30 days from the date of receipt of the written notice or, if he did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay its debt to him in full or to provide commensurate security. When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

Articles of Association		
No.	**Original Article**	**Amended Article**
267.	**Article 250** If the Company is divided, its property shall be divided accordingly. When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company shall notify its creditors and within 30 days it shall make ~~at least 3~~ announcements in the newspapers. The post-division companies shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.	**Article 191** If the Company is divided, its property shall be divided accordingly. When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company shall notify its creditors and within 30 days it shall make announcements in the newspapers **or through the National Enterprise Credit Information Publicity System**. The post-division companies shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.
268.	Original Article 33, with adjusted position and revised wording	**Article 192 If the Company is to reduce its capital, it shall prepare a balance sheet and a list of its property.** **The Company shall notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital and make announcements in the newspapers or through the National Enterprise Credit Information Publicity System within 30 days. Creditors shall, within 30 days of receiving written notice, or within 45 days of the date of the public announcement for those who have not received written notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security.** **Where the Company reduces its registered capital, it shall proportionally reduce the capital contributions or shares held by shareholders in accordance with their respective shareholdings, unless otherwise provided by law or these Articles of Association.**

Articles of Association		
No.	**Original Article**	**Amended Article**
269.		**Article 193 Where losses remain after being covered in accordance with the second paragraph of Article 171 of these Articles of Association, the Company may reduce its registered capital to cover such losses. When reducing registered capital for the purpose of covering losses, the Company shall not distribute profits to shareholders, nor shall it exempt shareholders from their obligations to contribute capital or pay share subscription money.** **The provisions of the second paragraph of Article 192 of these Articles of Association shall not apply to a reduction of registered capital made under the preceding paragraph. However, the Company shall, within 30 days from the date of adoption of the resolution to reduce its registered capital, make announcements in the newspapers or through the National Enterprise Credit Information Publicity System.** **After the reduction of registered capital pursuant to the preceding two paragraphs, the Company shall not distribute profits until the combined amount of its statutory surplus reserve and discretionary surplus reserve has reached 50% of its registered capital.**
270.		**Article 194 Where the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return any funds received; where shareholder capital contributions have been reduced or waived, such reductions or waivers shall be restored. If losses are caused to the Company, the shareholders and the responsible directors and senior management personnel shall bear liability for compensation.**
271.		**Article 195 When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, unless otherwise provided in these Articles of Association or resolved by at general meeting.**

Articles of Association		
No.	**Original Article**	**Amended Article**
272.	**Article 251** If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the law. If the Company is dissolved, de-registration of the Company shall be carried out in accordance with the law. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the law.	**Article 196** If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the law. If the Company is dissolved, de-registration of the Company shall be carried out in accordance with the law. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the law. **Where the Company increases or reduces its registered capital, it shall apply for registration of change with the company registration authority in accordance with the law.**
		Section 2 Dissolution and Liquidation
273.	**Article 252** The Company shall be dissolved in accordance with the law if: (1) the general meeting resolves to dissolve the Company; (~~2~~) dissolution is necessary as a result of the merger or dissolution of the Company; ~~(3) the Company is legally declared bankrupt because it is unable to pay its debts as they fall due;~~ (4) the Company has its business license revoked, is ordered to close down or is shut down in accordance with the law; or (5) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of all shareholders' voting rights may petition a People's Court to dissolve the Company.	**Article 197** The Company shall be dissolved in accordance with the law if: (1) **the term of operation as prescribed in these Articles of Association has expired, or other grounds for dissolution as specified in these Articles of Association have arisen;** **(2)** the general meeting resolves to dissolve the Company; (**3**) dissolution is necessary as a result of the merger or dissolution of the Company; (4) the Company has its business license revoked, is ordered to close down or is shut down in accordance with the law; or (5) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of all shareholders' voting rights may petition a People's Court to dissolve the Company. **Where any grounds for dissolution as specified in the preceding paragraph arise, the Company shall, within 10 days, disclose the cause for dissolution through the National Enterprise Credit Information Publicity System.**

Articles of Association		
No.	**Original Article**	**Amended Article**
274.		**Article 198 Where the Company falls under item (1) or (2) of Article 197 of these Articles of Association and has not yet distributed its assets to shareholders, it may continue to exist by amending these Articles of Association or upon a resolution of the general meeting.** **Such amendment to the Articles of Association or resolution of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.**
275.	**Article 253** If the Company is dissolved pursuant to item (1), (2), (4) or (5) of ~~the preceding Article~~, it shall establish a liquidation committee ~~and liquidation shall commence~~ within 15 days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of ~~persons determined by the general meeting by ordinary resolution. If the Company fails to establish the liquidation committee and carry out the liquidation within the time limit, its creditors may petition a People's Court to designate relevant persons to form a liquidation committee and carry out the liquidation.~~ ~~If the Company is to be dissolved pursuant to item (3) of the preceding Article, the People's Court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.~~	**Article 199** If the Company is dissolved pursuant to item (1), (2), (4) or (5) of **Article 197 of these Articles of Association**, it shall **undergo liquidation. The directors shall act as the liquidation obligors and shall** establish a liquidation committee within 15 days from the date on which the cause for dissolution arose **to carry out liquidation**. The liquidation committee shall be composed of **directors, unless otherwise provided in these Articles of Association or otherwise resolved by the general meeting.** **If the liquidation obligors fail to perform their liquidation duties in a timely manner, thereby causing losses to the Company or its creditors, they shall bear liability for compensation.**

Articles of Association		
No.	**Original Article**	**Amended Article**
276.	~~**Article 254** If the Board of Directors decides that the Company should be liquidated (otherwise than because of a declaration of bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the Board of Directors has made full inquiry into the position of the Company and that the Board is of the opinion that the Company can pay its debts in full within 12 months after the commencement of liquidation.~~ ~~The functions and powers of the Board of Directors shall terminate immediately upon the adoption by the general meeting of a resolution to carry out liquidation.~~ ~~The liquidation committee shall take instructions from the general meeting, and not less than once a year make a report to the general meeting on the committee's receipts and expenditures, the business of the Company and the progress of the liquidation. It shall make a final report to the general meeting when the liquidation is completed.~~	
277.	**Article 255** The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make ~~at least 3~~ announcements of the liquidation in the newspapers within 60 days. ~~Claims shall be registered by the liquidation committee.~~ Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the ~~written~~ notice or, if they did not receive a ~~written~~ notice, within 45 days from the date of the announcement. When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims. During the claim declaration period, the liquidation committee may not pay any debts to creditors.	**Article 200** The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make announcements of the liquidation in the newspapers **or through the National Enterprise Credit Information Publicity System** within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice or, if they did not receive a notice, within 45 days from the date of the announcement. When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims. During the claim declaration period, the liquidation committee may not pay any debts to creditors.

Articles of Association		
No.	**Original Article**	**Amended Article**
278.	**Article 257** After the liquidation committee has inventoried the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the general meeting or the People's Court for confirmation. ……	**Article 202** After the liquidation committee has inventoried the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the general meeting or the People's Court for confirmation. ……
279.	**Article 258** If the liquidation committee, having inventoried the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the Peoples Court for ~~a declaration of~~ bankruptcy. ~~After the People's Court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the People's Court.~~	**Article 203** If the liquidation committee, having inventoried the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the Peoples Court for bankruptcy and liquidation. **After the People's Court accepts a bankruptcy application, the liquidation committee shall turn over the liquidation matters to the bankruptcy administrator designated by the People's Court.**
280.	**Article 259** Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, ~~as well as a revenue and expenditure statement and financial account books in respect of the liquidation period, and, after verification thereof by a PRC certified public accountant,~~ submit the same to the general meeting or the People's Court for confirmation~~. Within 30 days from the date of confirmation of the aforementioned documents by the general meeting or the People's Court~~, ~~the liquidation committee shall~~ submit the same to the company registrar~~,~~ apply for cancellation of the Company's registration ~~and publicly announce the Company's termination~~.	**Article 204** Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit the same to the general meeting or the People's Court for confirmation, **and** submit the same to the company registrar **to** apply for cancellation of the Company's registration.

Articles of Association		
No.	**Original Article**	**Amended Article**
281.	**Article 260** The members of the liquidation committee shall ~~be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the law.~~ ~~The members of the liquidated committee may not use their authority to accept bribes or other illegal income or misappropriate Company property.~~ If ~~the Company or~~ a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.	**Article 205** The members of the liquidation committee shall **perform their liquidation obligations and shall have a fiduciary duty and duty of diligence.** **IF a member of the liquidation committee fails to perform such obligations, causing losses to the Company, they shall be liable for damages.** If a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.
282.		**Article 206 Where the Company is legally declared bankrupt, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.**
	Chapter 20 Amendment of the Company's Articles of Association	**Chapter 10 Amendment of the Company's Articles of Association**
283.	**Article 261** ~~The Company may amend these Articles of Association in accordance with laws and these Articles of Association.~~ The Company ~~shall~~ amend the Articles of Association if: (1) provisions of the Articles of Association conflict with the Company Law or related laws after such laws are amended; (2) a change occurs in the Company's situation and such change is inconsistent with the matters stated herein; or (3) the general meeting decides to amend the Articles of Association.	**Article 207** The Company **will** amend the Articles of Association if: (1) provisions of the Articles of Association conflict with the Company Law or related laws **and administrative regulations** after such laws **and administrative regulations** are amended; (2) a change occurs in the Company's situation and such change is inconsistent with the matters stated herein; or (3) the general meeting decides to amend the Articles of Association.

Articles of Association		
No.	**Original Article**	**Amended Article**
284.	~~**Article 262** Except as otherwise provided in these Articles of Association, these Articles of Association shall be amended by the following procedure:~~ ~~(1) the Board of Directors adopts a resolution in accordance with these Articles of Association and drafts the amendments, or a shareholders puts forward a motion to amend the Articles of Association;~~ ~~(2) the shareholders are notified of the amendments and a general meeting is convened to vote thereon;~~ ~~(3) the amendments submitted to the general meeting for a vote shall be adopted by a special resolution.~~	
285.		**Article 208 The Board of Directors shall amend these Articles of Association in accordance with the resolution of the general meeting to amend the Articles and the approval opinions of the relevant regulatory authorities.**
286.	**Article 263** ~~If an amendment to these Articles of Association involves matters provided for in the Mandatory Provisions of Articles of Association of Companies That List Overseas, it shall become effective upon approval by the authority that is authorized by the State Council to examine and approve companies. If an amendment to these Articles of Association involves a registered particular of the Company, registration of the change shall be carried out in accordance with the law.~~	**Article 209 Where amendments to the Articles of Association adopted by resolution of the general meeting are subject to approval by the competent authorities, such amendments shall be submitted to the competent authorities for approval. If an amendment to these Articles of Association involves a registered particular of the Company, registration of the change shall be carried out in accordance with the law.**
287.		**Article 210 Where amendments to the Articles of Association involve information required to be disclosed under laws or regulations, such information shall be announced in accordance with applicable provisions.**

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 21 Notices and Announcements	**Chapter 11 Notices and Announcements**
288.	**Article 264** ~~Notices~~ (for the purposes of this Chapter, the term "notice" includes Company communications and other written materials) of the Company shall be given or provided by one or more of the following means: (1) by hand; (2) by mail; (3) by such electronic means as e-mail, fax, etc. or on information media; (4) by way of a public announcement; (5) other ways required by these Articles of Association. ~~Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the SEHK through the electronic publishing system of the SEHK for immediate release on the website of the SEHK in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas listed foreign shares by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.~~ ~~Holders of the Company's overseas listed foreign shares may elect in writing to receive corporate communication that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.~~	**Article 211 Subject to compliance with laws, administrative regulations and the Listing Rules, notices** (for the purposes of this Chapter, the term "notice" includes Company communications and other written materials) of the Company shall be given or provided by one or more of the following means: (1) by hand; (2) by mail; (3) by such electronic means as e-mail, fax, etc. or on information media; (4) by way of a public announcement; (5) other ways required by these Articles of Association. **Company communications refer to any documents issued or to be issued by the Company for reference or action by any holder of the Company's securities, including but not limited to: (1) annual reports; (2) interim reports; (3) notices of meetings; (4) listing documents; (5) circulars; (6) proxy forms; and (7) other documents as required by the laws and regulations of the place where the Company's shares are listed and the Listing Rules.**

Articles of Association		
No.	**Original Article**	**Amended Article**
289.	**Article 265** ~~For a Company notice given by hand, the person on whom it is served shall sign (of affix his or her seal to) the acknowledgement slip, and the date on which he or she signed in receipt shall be the date of service.~~ ~~For a Company notice given by mail, the date of service shall be 48 hours from the date of consignment to the post office.~~ ~~For a Company notice given by fax, e-mail or publication on a website, the date on which such notice is dispatched shall be the date of service.~~ ~~For a Company notice given by way of a public announcement, the first day of publication shall be the date of service. Such announcement shall be published in a newspaper or periodical that satisfies relevant regulations or given by the method set forth in Article 264 of these Articles of Association.~~	**Article 212 Where a notice issued by the Company is made by way of announcement, it shall be deemed to have been received by all relevant parties upon its publication.**
290.		**Article 213 Notices of the general meeting (including but not limited to shareholder circulars, reply slips and proxy forms) shall be given by way of announcement.**
291.		**Article 214 Notices of meetings of the Board of Directors shall be delivered by hand, by post, by email or by facsimile.**

Articles of Association		
No.	**Original Article**	**Amended Article**
292.	**Article 266** ~~If the listing rules in the place of listing require the Company to send, mail, issue, dispatch, publish or otherwise provide relevant Company documents in both English and Chinese versions, the Company may, to the extent permitted by laws and regulations and in accordance with applicable laws and regulations, (if a shareholder has so indicated) only send him or her the English versions or Chinese versions of documents if the Company has made sufficient arrangements to ascertain whether its shareholders wish to only receive English versions or Chinese versions of documents.~~	**Article 215 Where a company notice is delivered by hand, the recipient shall sign (or affix a seal to) the delivery receipt, and the date of the recipient's signature shall be deemed the date of delivery. Where a company notice is sent by post, the date of delivery shall be the third business day following the date the notice is handed over to the postal service. Where a company notice is sent by email, the date of sending the email shall be deemed the date of delivery, provided that the Company shall notify the recipient by telephone or other means of communication on the same day the email is sent. Where a company notice is issued by way of announcement, the date of the first publication of such announcement shall be deemed the date of delivery.**
293.	Original Article 85, with adjusted position	**Article 216 A meeting and the resolutions adopted thereat shall not be invalidated due to the accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, a person entitled to receive notice.**
	~~Chapter 22 Dispute Resolution~~	
294.	**~~Article 267~~** ~~Unless otherwise provided in these Articles of Association, the Company shall comply with the following rules for dispute resolution:~~ ~~(1) If any dispute or claim that concerns Company affairs and is based on rights or obligations provided for in these Articles of Association, the Company Law or other relevant laws arises between a holder of overseas listed foreign investment shares and the Company, between a holder of overseas listed foreign investment shares and a director, a supervisor, the General Manager or other senior management members of the Company or between a holder of overseas listed foreign investment shares and a holder of domestic investment shares, the parties concerned shall submit the dispute or claim to arbitration.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~When a dispute or claim as described above is submitted to arbitration, the dispute or claim shall be submitted in its entirety, and all persons (being the Company or shareholders, directors, supervisors, the General Manager or other senior management members of the Company) that have a cause of action due to the same facts or whose participation is necessary for the resolution of such dispute or claim shall submit to arbitration.~~ ~~Disputes regarding the definition of shareholders and the register of shareholders may be resolved by means other than arbitration.~~ ~~(2) A dispute or claim submitted to arbitration may be arbitrated, at the option of the arbitration applicant, by either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim to arbitration, the other party must submit to the arbitration institution selected by the applicant.~~ ~~If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.~~ ~~(3) Unless otherwise provided by laws or administrative regulations, PRC laws shall apply to the resolution by arbitration of disputes or claims referred to in item (1).~~ ~~(4) The award of the arbitration institution shall be final and binding upon each party.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	Chapter 23 Supplementary Provisions	**Chapter 12 Supplementary Provisions**
295.	**Article 268** For the purposes of these Articles of Association, the term "accounting firm" shall have the same meaning as the term "auditor" used in the ~~Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited~~.	**Article 217** For the purposes of these Articles of Association, the term "accounting firm" shall have the same meaning as the term "auditor" used in the **Listing Rules**.
296.	**Article 270** Unless otherwise required by the context, the following terms used in these Articles of Association shall have the meanings assigned to them below: (1) "controlling shareholder" means a person that satisfies any of the following conditions: …… (3) "actual controller" means a ~~person who, although not a shareholder of the Company, is nevertheless~~ able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement; (4) "connected relationship" means the relationship between the Company's controlling shareholder, actual controller, a director~~, a supervisor~~ or senior officer on the one hand and an enterprise he or she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company's interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue the fact that such enterprises are under the common control of the state.	**Article 219** Unless otherwise required by the context, the following terms used in these Articles of Association shall have the meanings assigned to them below: (1) "controlling shareholder" means a person that satisfies any of the following conditions: …… (3) "actual controller" means **a natural person, legal person or other organization that is** able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement; (4) "connected relationship" means the relationship between the Company's controlling shareholder, actual controller, a director or senior officer on the one hand and an enterprise he or she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company's interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue the fact that such enterprises are under the common control of the state.

APPENDIX II:

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
1.	**Article 2** ~~These Rules are applicable to the general meeting of the Company, and binding upon the Company, all shareholders, authorized proxies of shareholders, Directors, Supervisors, the General Manager, Deputy General Manager, the chief accountant, the chief economist, the chief engineer, the Secretary of the Board of Directors and other relevant personnel who attend or are present at the meeting.~~	**Article 2 These Rules shall be applicable to matters relating to the convening, proposal, notification and holding of the general meetings of the Company.**
2.	**Article 3** ~~The general meeting comprising all shareholders of the Company, exercises the authorities stipulated by the laws, the Listing Rules and the Articles of Association, and any entity and individual shall not interfere unlawfully with the shareholders' disposal of their own rights.~~	**Article 3 The Company shall convene general meetings in strict compliance with the relevant provisions of laws, administrative regulations, the Rules for General Meetings of Listed Companies, and the Articles of Association, ensuring that shareholders are able to exercise their rights in accordance with the law.** **The Board of Directors shall conscientiously perform its duties and duly organize general meetings in a timely manner. All directors shall be diligent and responsible, ensuring that general meetings are convened properly and that their powers and functions are lawfully exercised.**
3.	**Article 4** ~~Shareholders who lawfully hold shares of the Company are entitled to attend general meetings or appoint proxies to attend on their behalf, and shall, in accordance with the law and these Rules, enjoy the rights to information, to speak, to raise questions, and to vote, among other rights. Shareholders and their duly appointed proxies attending general meetings shall strictly comply with the Company Law, other applicable laws, the Articles of Association and these Rules, shall consciously maintain order at the meeting, and shall not infringe upon the legitimate rights and interests of other shareholders.~~	**Article 4 The general meeting shall exercise its powers and functions within the scope prescribed by the Company Law and the Articles of Association.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
4.	**Article 5** The Board of Directors of the Company shall strictly comply with the Company Law, other applicable laws, the Listing Rules, the Articles of Association and these Rules in convening general meetings, and shall diligently and timely organize such meetings. All directors of the Company shall act with due diligence and responsibility to ensure that general meetings are duly convened and that their powers and functions are exercised in accordance with the law.	**Article 5** The Board of Directors of the Company shall strictly comply with the Company Law, other applicable laws, the Listing Rules, the Articles of Association and these Rules in convening general meetings, and shall diligently and timely organize such meetings. All directors of the Company shall act with due diligence and responsibility to ensure that general meetings are duly convened and that their powers and functions are exercised in accordance with the law.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
5.	**Article 6** ~~The secretary to the Board of Directors shall be responsible for implementing all preparatory and organizational work related to the convening of the general meeting.~~	**Article 6 General meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be called once a year and shall be held within six months after the end of the preceding fiscal year.** **Extraordinary general meetings are convened from time to time. The Company shall call an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:** **(1) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;** **(2) the losses of the Company that have not been made up reach one-third of its total paid in share capital;** **(3) such is requested in writing by a shareholder alone or shareholders together (on the date of the written request) holding at least 10 percent of the Company's shares;** **(4) the Board of Directors considers it necessary;** **(5) the audit and risk management committee proposes that such a meeting be held; or** **(6) other circumstance as specified in laws, administrative regulations, departmental rules or the Articles of Association.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	~~Chapter 2 General Provisions for General Meetings~~	
6.	**~~Article 7~~** ~~Matters that shall be decided by the general meeting as stipulated by the laws and the Articles of Association must be considered at the general meeting to safeguard shareholders' right of decision-making for such matters. The general meeting shall exercise its authority within the scope specified by the laws and the Articles of Association.~~	
7.	**~~Article 8~~** ~~The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:~~ ~~(1) to decide on the business policies and investment plans of the Company;~~ ~~(2) to elect and replace directors and supervisors who are not representatives of the employees and to decide on matters relating to their remuneration;~~ ~~(3) to consider and approve reports of the Board of Directors;~~ ~~(4) to consider and approve reports of the Supervisory Committee;~~ ~~(5) to consider and approve the Company's annual financial budgets and final accounts;~~ ~~(6) to consider and approve the Company's profit distribution plans and plans for making up losses;~~ ~~(7) to pass resolutions concerning the increase or reduction of the Company's registered capital;~~ ~~(8) to pass resolutions on the issuance of corporate bonds;~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	~~(9) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;~~ ~~(10) to formulate and amend the Articles of Association;~~ ~~(11) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;~~ ~~(12) to consider motions raised by a shareholder alone or shareholders together holding at least 3 percent of the Company's voting shares;~~ ~~(13) to consider and approve matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 30 percent of the Company's audited total assets as at the most recent period;~~ ~~(14) to consider and approve equity incentive plans;~~ ~~(15) to consider connected transactions that laws and/or the securities regulatory rules of the place where Company shares are listed require the consideration and approval of the general meeting;~~ ~~(16) to consider and approve matters relating to the provision of security for third parties as specified in the Articles of Association; and~~ ~~(17) to consider other matters that laws, relevant regulations of the securities regulator of the place where Company shares are listed, the Articles of Association and these Rules require a decision by the general meeting.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
8.	~~**Article 9** The provision by the Company of security for third parties as set forth below, shall be subject to the consideration and approval of the general meeting:~~ ~~(1) any security to be provided after the total amount of security provided for third parties by the Company and the subsidiaries controlled by it reaches or exceeds 50 percent of the audited net assets as at the most recent period;~~ ~~(2) any security to be provided after the total amount of security provided by the Company for third parties reaches or exceeds 30 percent of the audited total assets as at the most recent period;~~ ~~(3) any security to be provided to a recipient of such security whose asset to liability ratio exceeds 70 percent;~~ ~~(4) any single security the amount secured by which exceeds 10 percent of the audited net assets as at the most recent period;~~ ~~(5) any security to be provided for a shareholder, the actual controller or a connected person thereof; and~~ ~~(6) other provisions of security that laws and the Articles of Association specify be submitted to the general meeting for approval.~~ ~~The provision of security for third parties other than as mentioned above shall be subject to the examination and approval of the Board of Directors as authorized by the general meeting.~~ ~~If a director, the General Manager, a Deputy General Manager or other senior officer violates a provision on the approval authority or consideration procedure for the provision of security to third parties as specified in laws, the Articles of Association and these Rules, thereby causing the Company to sustain a loss, he or she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
9.	~~**Article 10** According to the Listing Rules, the following transactions undertaken by the Company must be submitted to the general meeting for approval:~~ ~~1. General transactions (including investments and acquisitions) that meet either of the following criteria:~~ ~~(1) any of the applicable percentage ratios (asset ratio, profit ratio, revenue ratio, consideration ratio or equity capital ratio) as defined under the Listing Rules exceeds 25%;~~ ~~(2) the aggregate amount of significant asset acquisitions or disposals (including the relevant transaction) within a year exceeds 30% of the Company's total assets set out in the latest audited financial statements.~~ ~~2. Connected transactions (as defined under the Listing Rules) that meet any of the following criteria:~~ ~~(1) the transaction amount (excluding guarantees provided by the Company, gratuitous receipt of cash assets, or transactions involving unilateral waiver of obligations by the counterparty) exceeds RMB30 million and accounts for more than 5% of the absolute value of the Company's latest audited net assets;~~ ~~(2) any of the applicable percentage ratios (asset ratio, revenue ratio, consideration ratio, or equity capital ratio) as defined under the Listing Rules exceeds 2.5%;~~ ~~(3) the aggregate amount of significant asset acquisitions or disposals (including the connected transaction) within a year exceeds 30% of the Company's total assets set out in the latest audited financial statements.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
10.	~~**Article 11** The general meeting is in the form of annual general meeting and extraordinary general meeting. The general meetings held each year are all extraordinary meetings expect the annual general meeting. The extraordinary general meetings shall be sorted in order by the year.~~	
11.	~~**Article 12** Annual general meetings shall be called once a year and shall be held within six months after the end of the preceding fiscal year.~~	
12.	~~**Article 13** The Company shall call an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:~~ ~~(1) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;~~ ~~(2) the losses of the Company that have not been made up reach one-third of its total paid in share capital;~~ ~~(3) such is requested in writing by a shareholder alone or shareholders together (on the date of the written request) holding at least 10 percent of the Company's shares;~~ ~~(4) the Board of Directors considers it necessary;~~ ~~(5) the Supervisory Committee proposes that such a meeting be held;~~ ~~(6) at least one-half of all of the independent non-executive directors agree to propose that such a meeting be held; or~~ ~~(7) other circumstance as specified in laws or the Articles of Association.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	Chapter 3 Convening of General Meetings	**Chapter 2 Convening of General Meetings**
13.	**Article 14** The Board of Directors shall convene the general meeting within the time limits prescribed in ~~Articles 12 and 13~~ of these Rules.	**Article 7** The Board of Directors shall convene the general meeting within the time limits prescribed in **Article 5** of these Rules.
14.	**Article 15** ~~Independent~~ non-executive directors ~~accounting for at least one-half of the Company's independent non-executive directors~~ shall have the right to propose to the Board of Directors ~~in writing~~ that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the Board of Directors does not agree to call such meeting, it shall give the reasons therefor ~~in writing~~.	**Article 8** **With the approval of more than half of all independent non-executive directors, the independent** non-executive directors shall have the right to propose to the Board of Directors that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws**,** **administrative regulations** and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the Board of Directors does not agree to call such meeting, it shall give the reasons therefor **and publish the same in a public announcement**.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
15.	**Article 16** The ~~Supervisory Committee shall have the right to~~ propose to the Board of Directors in writing that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the ~~Supervisory Committee~~ shall be secured if any change is to be made to the original motion in the notice. If the Board of Directors does not agree to call such meeting, or fails to give a written response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the ~~Supervisory Committee~~ may itself convene and preside over such meeting.	**Article 9** The **audit and risk management committee may** propose to the Board of Directors in writing that it calls an extraordinary general meeting. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the **audit and risk management committee** shall be secured if any change is to be made to the original motion in the notice. If the Board of Directors does not agree to call such meeting, or fails to give a written response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the **audit and risk management committee** may itself convene and preside over such meeting.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
16.	**Article 17** A shareholder alone or shareholders together holding at least 10 percent of the Company's shares ~~shall have the right to~~ make a request to the Board of Directors in writing that it call an extraordinary general meeting. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the Board of Directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the ~~Supervisory Committee~~ in writing that it call the extraordinary general meeting. If the ~~Supervisory Committee~~ agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the ~~Supervisory Committee~~ fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.	**Article 10** A shareholder alone or shareholders together holding at least 10 percent of the Company's shares **may** make a request to the Board of Directors in writing that it call an extraordinary general meeting. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the Board of Directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the Board of Directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the **audit and risk management committee** in writing that it call the extraordinary general meeting. If the **audit and risk management committee** agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the **audit and risk management committee** fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
17.	**Article 19** If the ~~Supervisory Committee~~ or shareholders decide(s) to itself/themselves convene a general meeting, it or they ~~shall~~ notify the Board of Directors thereof~~, and issue the notice calling the general meeting. In addition to complying with the provisions of the Articles of Association and Article 24 of these Rules, such notice shall comply with the following provisions:~~ ~~(1) the motions may not add new content, otherwise the proposing shareholder(s) or Supervisory Committee shall submit a new request to the Board of Directors to call a general meeting by the aforementioned procedure;~~ ~~(2) the venue of the meeting shall be the domicile of the Company.~~ Until the resolution(s) of the general meeting is/are ~~made~~, the shareholding percentages of the convening shareholders shall not be less than 10 percent. When the ~~Supervisory Committee~~ or shareholders itself/themselves convene a general meeting, the Board of Directors and the Secretary to the Board ~~shall~~ cooperate. The Board of Directors ~~shall~~ provide the register of shareholders as of the date of record. The register of shareholders obtained by the convener may not be used for any purpose other than to hold the general meeting.	**Article 11** If the **audit and risk management committee** or shareholders decide(s) to itself/themselves convene a general meeting, it or they **must** notify the Board of Directors thereof**.** Until the resolution(s) of the general meeting is/are **announced**, the shareholding percentages of the convening shareholders shall not be less than 10 percent. **Article 12** When the **audit and risk management committee** or shareholders itself/themselves convene a general meeting, the Board of Directors and the Secretary to the Board **will** cooperate. The Board of Directors **will** provide the register of shareholders as of the date of record. **If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities depository or the agency to obtain the same on the strength of the relevant notice or announcement convening the general meeting.** The register of shareholders obtained by the convener may not be used for any purpose other than to hold the general meeting.
18.	**Article 20** When the ~~Supervisory Committee~~ or shareholders itself/themselves convene a general meeting, the necessary expenses of the meeting shall be borne by the Company.	**Article 13** When the **audit and risk management committee** or shareholders itself/themselves convene a general meeting, the necessary expenses of the meeting shall be borne by the Company.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	Chapter 4 Proposals and Notices of General Meetings	**Chapter 3 Proposals and Notices of General Meetings**
19.	**Article 21** The contents of motions shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws and the Articles of Association. ~~Motions before the general meeting shall be in writing.~~	**Article 14** The contents of motions shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws**, administrative regulations** and the Articles of Association.
20.	**Article 22** When the Company is to hold a general meeting, the Board of Directors, the ~~Supervisory Committee~~ and a shareholder alone or shareholders together holding at least ~~3~~ percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least ~~3~~ percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion to the general meeting for consideration. ~~The contents of such an extempore motion shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution.~~ Except for circumstances provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued. The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with ~~paragraph 3 of~~ Article ~~19~~ of these Rules.	**Article 15** When the Company is to hold a general meeting, the Board of Directors, the **audit and risk management committee** and a shareholder alone or shareholders together holding at least **1** percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least **1** percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion to the general meeting for consideration. **However, this does not apply to extempore motions that violate laws, administrative regulations or the Articles of Association, or that fall outside the scope of functions and powers of the general meeting.** Except for circumstances provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued. The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with Article **14** of these Rules.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
21.	**Article 23** ~~When the Company is to hold an annual general meeting, it shall notify the shareholders of the time and venue of the meeting and the matters to be considered twenty days prior to the meeting; for an extraordinary general meeting, it shall notify the shareholders fifteen days prior to the meeting. Shareholders that intend to attend the general meeting shall, within the period specified in the notice of the meeting, revert the form of proxy to the Company stating that they will attend the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.~~	**Article 16 The convener shall notify all shareholders of an annual general meeting by way of announcement at least 20 days prior to the meeting, and shall notify all shareholders of an extraordinary general meeting by way of announcement at least 15 days prior to the meeting.**
22.		**Article 17 The notice and any supplemental notice of the general meeting shall fully and accurately disclose the specific contents of all proposals, as well as all information or explanations necessary to enable shareholders to make informed judgments on the matters to be discussed.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
23.		**Article 18 If the election of non-employee representative directors is to be discussed at a general meeting, detailed information on the candidates for such positions will be fully disclosed in the notice of the general meeting, which shall at minimum include the following:** **(1) personal information, such as their educational backgrounds, working experience, concurrent positions, etc.;** **(2) whether they have a connected relationship with the Company or the Company's controlling shareholder or actual controller;** **(3) the quantity of the Company's shares held by them; and** **(4) whether they have been punished by the CSRC or other relevant authority or reprimanded by a stock exchange.** **In addition to directors being subject to election by cumulative voting, each director candidate shall be the subject of a separate motion.**
24.	~~**Article 24** Based on the written replies received within the period specified in Article 23 of the rules, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the general meeting.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
25.	**Article 25** Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) ~~by hand or prepaid mail at the recipient's address shown in the register of shareholders. For domestic shareholders, the notice of a general meeting may also be given by way of a public announcement.~~ ~~The "public announcement" referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the securities regulatory authorities under the State Council, and on the Company's website and the website of the stock exchange before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.~~ ~~For holders of H shares, subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.~~ ~~Notice of class shareholders' meeting need to be delivered only to the shareholders entitled to vote thereat.~~ ~~Unless otherwise require by these rules, the procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of these rules relevant to procedures for the holding of general meetings shall be applicable to class shareholders' meetings.~~	**Article 19** Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) **in the manner prescribed by the Articles of Association or other methods permitted by the SEHK. Subject to compliance with laws, regulations, normative documents and the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed, the Company may also issue the notice of the general meeting by publishing it on the websites of the Company and the SEHK, in lieu of delivering it in person or by prepaid mail to shareholders.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
26.	~~**Article 26** An extraordinary general meeting shall not decide on matters not specified in the notice of the meeting.~~	
27.	**Article 27** The notice of a general meeting shall ~~include the following information:~~ ~~(1) the date, place and duration of the meeting;~~ ~~(2) the matters and motions submitted to the meeting for consideration;~~ ~~(3) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed; without limiting the generality of the foregoing, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;~~ ~~(4) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the General Manager or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, the General Manager or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;~~	**Article 20** The notice of a general meeting shall **specify the time and venue of the meeting and determine the record date.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	~~(5) contain the full text of any special resolution proposed to be approved at the meeting;~~ ~~(6) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;~~ ~~(7) state the time and place for serving the instruments of appointment for voting at the meeting.~~	
28.	**Article 29** Once a general meeting notice has been issued, such meeting shall not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting. ~~Where the listing rules of the stock exchange on which the Company's shares are listed contain other provisions regarding the above matters, such provisions shall prevail.~~	**Article 22** Once a general meeting notice has been issued, such meeting shall not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting.
	Chapter 5 Holding of General Meetings	**Chapter 4 Holding of General Meetings**
29.	**Article 30** The Company shall hold general meetings at its domicile or at a location specified in the Articles of Association. A meeting venue will be established for general meetings, and meetings shall be held in person~~. The Company will also enable shareholders to have access to the general meeting by other means as permitted by the listing rules of the place where the shares of the Company are listed. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.~~ Shareholders may attend the general meeting in person or appoint a proxy to attend and exercise voting rights within the scope of authorization on their behalf~~, and both forms shall have the same legal effect~~.	**Article 23** The Company shall hold general meetings at its domicile or at a location specified in the Articles of Association. A meeting venue will be established for general meetings, and meetings shall be held in person**, and shall, in accordance with laws, administrative regulations, the requirements of the CSRC, the Articles of Association or the Listing Rules, adopt other safe, cost-effective and convenient means to facilitate shareholder participation.** Shareholders may attend the general meeting **and exercise voting rights** in person or appoint a proxy to attend and exercise voting rights within the scope of authorization on their behalf.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
30.	**Article 31** The Board of Directors of the Company and other conveners will take necessary measures to ensure the normal order of a general meeting. It/they will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders and promptly report the same to the relevant authorities to investigate and deal with the matter.	**Article 24** The Board of Directors of the Company and other conveners will take necessary measures to ensure the normal order of a general meeting. It/they will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders and promptly report the same to the relevant authorities to investigate and deal with the matter.
31.	**Article 32** All common shareholders registered on the record date or their proxies shall have the right to attend a general meeting, and the ~~listed company~~ and the convener shall not refuse attendance for any reason.	**Article 25** All common shareholders registered on the record date or their proxies shall have the right to attend a general meeting, and the **Company** and the convener shall not refuse attendance for any reason. **Shareholders attending a general meeting shall have one vote for each share they hold. Shares of the Company held by the Company itself shall carry no voting rights.**
32.	**Article 33** ~~If a shareholder entrusts another person to attend the meeting, such entrustment shall be a written form. The proxy shall submit a letter of attorney to the Company and exercise the voting right within the scope of authorization. Such letter of attorney~~ shall contain the following: (I) the names of the principal and ~~of the proxy~~; ~~(II) the number of shares of the principal that the proxy represents;~~ ~~(III) whether the proxy has the right to vote;~~ ~~(IV) separate~~ instructions as to whether to vote for, or vote against, or abstain from voting on, each item included on the agenda of the general meeting as an item for consideration thereat;	**Article 27** **The instrument of appointment by which a shareholder appoints another person to attend a general meeting** shall contain the following: (I) the names of the principal and **the class and number of shares of the Company held**; **(II) the name of the proxy;** **(III) detailed instructions of the shareholder, including** instructions as to whether to vote for, or vote against, or abstain from voting on, each item included on the agenda of the general meeting as an item for consideration thereat; (**IV**) the date of issuance and term of validity of the instrument of appointment;

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	~~(V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the meeting and the specific instructions as to what vote to cast if he or she has such right to vote;~~ (~~VI~~) the date of issuance and term of validity of the instrument of appointment; (~~VII~~) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person. ~~The power of attorney shall indicate whether the proxy can vote at his/her discretion if the shareholder does not make specific instructions.~~	(**V**) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person.
33.	**Article 34** ~~An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.~~ ~~Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he or she shall produce his or her own identity card and valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his or her own identity card and the lawful written instrument of appointment issued by the legal representative of the legal person shareholder. The instrument of appointment shall specify the number of shares represented by the proxy, the name of the proxy, the matters being delegated, the scope of authority, the issuance date, and the validity period. It shall be signed by the principal. If the principal is a corporate shareholder, it shall bear the corporate seal or be signed by its director or duly appointed proxy.~~	**Article 26 Shareholders shall attend the general meeting with an identity card or other valid documents or proof verifying their identity. A proxy shall also submit the shareholder's power of attorney and their own valid identity document.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
34.	**Article 35** ~~The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote.~~ If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. ~~If the principal is a legal person, its legal representative or the person authorized by a resolution of its board of directors or other decision-making body shall attend the general meeting of the Company as the representative of such legal person.~~ If the shareholder is a recognized clearing house (or an agent thereof), ~~one or more individuals that it deems suitable may be appointed by it~~ to act as it its representative(s) at any general meeting or ~~any class shareholders'~~ meeting; however, if two or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. ~~The individual(s) so appointed may exercise the rights of the Recognized Clearing House (or its agent) as if he, she or they was or were (an) individual shareholder(s) of the Company.~~	**Article 28** If the instrument **appointing a voting proxy** is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. If the shareholder is a recognized clearing house (or an agent thereof), **it has the right to appoint representative(s) or corporate representative(s)** to act as it its representative(s) at any general meeting or **creditors'** meeting; however, if two or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. **The representative(s) or corporate representative(s) so authorized shall enjoy the same statutory rights as other shareholders, including the right to speak and vote.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
35.	~~**Article 36** A vote made in accordance with the terms of an instrument of appointment shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares, as long as the Company did not receive written notice of the event before the relevant meeting commenced.~~	
36.	**Article 39** ~~When a general meeting is held, all of the Company's directors, supervisors and the Secretary to the Board shall attend, and senior management members not serving as directors of the Company shall attend in a non-voting capacity.~~	**Article 31 If the shareholders request the directors and senior management to attend the meeting in a non-voting capacity, the directors and senior management shall attend the meeting in a non-voting capacity and respond to shareholders' inquiries.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
37.	**Article 40** The Chairman of the Board shall preside over the general meeting. If the Chairman of the Board fails or is unable to perform his or her duties, ~~the meeting shall be presided over by the Vice Chairman of the Board. If the Vice Chairman of the Board fails or is unable to perform his or her duties,~~ the meeting shall be presided over by the director jointly elected by ~~at least one~~ half of the directors. At a general meeting convened by the ~~Supervisory Committee~~, the chairman of the ~~Supervisory Committee~~ shall preside. If the chairman of the ~~Supervisory Committee~~ fails or is unable to perform his or her duties, ~~the meeting shall be presided over by the vice chairman of the Supervisory Committee. If the vice chairman of the Supervisory Committee fails or is unable to perform his or her duties,~~ the meeting shall be presided over by ~~the supervisor~~ jointly elected by ~~at least one~~ half of the ~~supervisors~~. If a general meeting is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s). When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as chairman of the meeting and the meeting shall continue. ~~If, for any reason, the shareholders are unable to elect a meeting chairman, the shareholder (including his or her proxy) present who holds the greatest number of voting shares shall serve as the meeting chairman.~~	**Article 32** The Chairman of the Board shall preside over the general meeting. If the Chairman of the Board fails or is unable to perform his or her duties, the meeting shall be presided over by the director jointly elected by **more than** half of the directors. At a general meeting convened by the **audit and risk management committee**, the chairman of the **audit and risk management committee** shall preside. If the chairman of the **audit and risk management committee** fails or is unable to perform his or her duties, the meeting shall be presided over by **a member of the audit and risk management committee** jointly elected by **more than** half of the **members of the audit and risk management committee**. If a general meeting is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by **the convener(s) or** the representative selected by the convener(s). When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as chairman of the meeting and the meeting shall continue.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
38.	~~**Article 41** The chairman of the meeting may, when necessary, request the proposer to provide an explanation of the proposal.~~ ~~(1) if the proposer is the Board of Directors, the Chairman or a person designated by the Chairman shall provide the explanation of the proposal;~~ ~~(2) if the proposer is the Supervisory Committee or a shareholder (or group of shareholders) individually or collectively holding 3% or more of the Company's voting shares, the proposer, their legal representative, or a legally authorized proxy of the shareholder shall provide the explanation of the proposal.~~	
39.	~~**Article 42** Proposals included in the meeting agenda shall be deliberated before voting. The general meeting shall allocate reasonable time for discussion of each proposal. The chairman of the meeting shall orally inquire whether the attending shareholders have completed their deliberation. If no objections are raised by the attending shareholders, the deliberation shall be deemed complete.~~	
40.	**Article 43** The Board of Directors ~~and the Supervisory Committee~~ shall report on ~~their~~ work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.	**Article 33** The Board of Directors shall report on **its** work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.
41.	**Article 44** The directors~~, supervisors~~ and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting~~, unless a matter involves trade secrets of the Company that cannot be disclosed at a general meeting~~.	**Article 34** The directors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
42.	~~**Article 45** Shareholders wishing to speak at the general meeting must obtain the permission of the chairman of the meeting and shall speak in the order of their requests to speak (or, if requests are made simultaneously, in the order of the number of shares held or represented by the shareholder or their proxy). When requesting to speak, shareholders must not interrupt the report of the meeting presenter or the speech of other shareholders.~~ ~~When speaking, shareholders shall first state their name or the shareholder they represent and the number of shares held. The duration and frequency of a shareholder's speech shall be determined by the chairman of the meeting based on the specific circumstances.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
43.	**Article 46** Minutes ~~shall be kept~~ of general meetings ~~and~~ the Secretary to the Board ~~shall be responsible therefor.~~ ~~The~~ meeting minutes shall record the following particulars: (1) the date and venue of, and the agenda for, the meeting, and the name of the convener; (2) the names of the chairman of the meeting and of the directors~~, supervisors, the General Manager~~ and ~~other~~ senior management members in attendance or present in a non-voting capacity; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held, and the percentages of the Company's total number of shares accounted for thereby; (4) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon; (5) the queries and suggestions of the shareholders and the relevant replies or explanations; ~~(6) the voting results for each matter put to a vote;~~ (~~7~~) the names of the attorney, vote counter and scrutineer; and (~~8~~) other particulars as required by the Articles of Association to be recorded in the minutes.	**Article 46** Minutes of general meetings **shall be kept by** the Secretary to the Board**, and the** meeting minutes shall record the following particulars: (1) the date and venue of, and the agenda for, the meeting, and the name of the convener; (2) the names of the chairman of the meeting and of the directors and senior management members in attendance or present in a non-voting capacity; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held, and the percentages of the Company's total number of shares accounted for thereby; (4) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon; (5) the queries and suggestions of the shareholders and the relevant replies or explanations; (**6**) the names of the attorney, vote counter and scrutineer; and (**7**) other particulars as required by the Articles of Association to be recorded in the minutes.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
44.	**Article 47** The directors and Secretary to the Board who attended the meeting, the convener or his representative and the chairman of the meeting shall sign the minutes and ensure that the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than 10 years.	**Article 47** The directors and Secretary to the Board who attended the meeting **or were present at the meeting in a non-voting capacity**, the convener or his representative and the chairman of the meeting shall sign the minutes and ensure that the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than 10 years.
45.	**Article 48** The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner. ~~At the same time, the convener shall report to the local office of the CSRC where the Company is located and to the stock exchange where the Company's securities are listed.~~	**Article 48** The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner.
46.	~~**Article 49** Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights. Special resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.~~	
47.	~~**Article 50** Matters to be decided by the general meeting, except those required by laws, administrative regulations or the Articles of Association to be passed by a special resolution, shall be passed by an ordinary resolution.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
48.	~~**Article 51** Decisions of the general meeting on any of the following matters shall be adopted by special resolution:~~ ~~(1) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other, similar securities by the Company;~~ ~~(2) the issuance of corporate bonds;~~ ~~(3) the division, merger, dissolution, liquidation or change in the corporate form of the Company;~~ ~~(4) the amendment of the Articles of Association of the Company;~~ ~~(5) the purchase or sale by the Company within one year of (a) material asset(s) exceeding or the provision of security the amount(s) of which exceeds, alone or in the aggregate, 30 percent of the audited total assets of the Company as at the most recent period;~~ ~~(6) equity incentive plans; and~~ ~~(7) other matters which laws, the Articles of Association or these Rules require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
49.	~~**Article 52** When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote.~~ ~~No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting.~~ ~~Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.~~	
50.	**Article 53** The chairman of the meeting shall announce ~~whether~~ the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold ~~meet the statutory requirements~~ before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.	**Article 35** The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
51.	**Article 54** ~~When the general meeting considers matters relating to a connected transaction, the connected shareholders~~ shall abstain from voting, and the number of voting shares ~~represented by them shall not count toward the total number of valid voting shares.~~	**Article 36** **When a shareholder has a connected relationship with a matter to be deliberated at the general meeting, such shareholder** shall abstain from voting, and the number of voting shares **they hold shall not be counted in the total number of voting shares present at the general meeting.** **Shares held by the Company itself have no voting rights, and such shares shall not be counted in the total number of voting shares present at the general meeting.** **If a shareholder acquires voting shares of the Company in violation of the provisions of Paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months from the date of acquisition, and such shares shall not be counted in the total number of voting shares present at the general meeting.** **The Board of Directors, independent non-executive directors, shareholders holding more than 1% of the voting shares of the Company, or investor protection institutions established in accordance with laws, administrative regulations or the requirements of the CSRC may publicly solicit shareholders' voting rights. The solicitation of voting rights shall fully disclose specific voting intentions and other relevant information to the solicited shareholders. Solicitation of voting rights in a paid or disguisedly paid manner is prohibited. Except for statutory conditions, the Company shall not impose a minimum shareholding ratio restriction on the solicitation of voting rights.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
52.	**Article 55** ~~The list of candidates for the position of director or supervisor shall be put in the form of a motion to be voted one by one at the general meeting.~~ When the general meeting votes on the election of directors ~~or supervisors~~, it may, pursuant to the Articles of Association or a resolution of the general meeting, do so by cumulative voting. ~~For the purposes of the preceding paragraph, the term "cumulative voting" means that, when the general meeting votes to elect directors or supervisors, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may cluster his or her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors and supervisors to shareholders.~~	**Article 37** When the general meeting votes on the election of **non-employee representative** directors, it may, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting.
53.	**Article 56** With the exception of the cumulative voting system, the general meeting shall hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or if it is unable reach a resolution due to force majeure or other such special reason.	**Article 38** With the exception of the cumulative voting system, the general meeting shall hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or if it is unable reach a resolution due to force majeure or other such special reason.
54.	**Article 57** When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed a new motion and ~~may~~ not be voted on at the current general meeting.	**Article 39** When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed a new motion and **shall** not be voted on at the current general meeting.
55.	**Article 58** When a vote is cast it may be cast either in person or by one of other voting methods. If one vote is cast by more than one method, the first vote shall prevail.	**Article 40** When a vote is cast it may be cast either in person or by one of other voting methods. If one vote is cast by more than one method, the first vote shall prevail.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
56.	~~**Article 59** Votes at general meeting shall be cast by disclosed ballot.~~	
57.	**Article 60** The shareholders (including proxies) present at a general meeting shall ~~clearly express their voting intentions such as consent or opposition for each matter to be voted on~~. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and if a shareholder or his/her proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his/her proxy shall not be counted in the voting results of the Company.	**Article 41** The shareholders (including proxies) present at a general meeting shall **express one of the following opinions on motions submitted for voting: for, against, or abstain**. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and if a shareholder or his/her proxy casts abstention vote or abstains from voting, any vote cast by such shareholder or his/her proxy shall not be counted in the voting results of the Company.
58.	**Article 61** Before the general meeting votes on a motion, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder ~~has a material interest in~~ a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. When the general meeting votes on a motion, the attorney~~,~~ shareholders' representatives ~~and supervisors' representatives~~ shall be jointly responsible for counting the votes and scrutinizing the vote count and shall announce the results of the vote on the spot. The results of the votes on the resolutions shall be entered into the minutes of the meeting.	**Article 42** Before the general meeting votes on a motion, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder **is related to** a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny. When the general meeting votes on a motion, the attorney **and** shareholders' representatives shall be jointly responsible for counting the votes and scrutinizing the vote count and shall announce the results of the vote on the spot. The results of the votes on the resolutions shall be entered into the minutes of the meeting.

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
59.	**Article 62** Until the formal announcement of the voting results, relevant parties, such as the listed company, the vote counters, scrutineers, ~~major~~ shareholders, etc., involved in the voting in person at the general meeting shall bear an obligation of confidentiality in respect of how the shareholders voted.	**Article 43 The chairman of the general meeting shall announce the outcome and results of the vote on each motion and announce whether each such motion has been carried based on the results of the votes.** Until the formal announcement of the voting results, relevant parties, such as the listed company, the vote counters, scrutineers, shareholders, etc., involved in the voting in person at the general meeting shall bear an obligation of confidentiality in respect of how the shareholders voted.
60.		**Article 44 Resolutions of the general meeting shall be promptly announced. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares they hold and the proportion of these shares to the total voting shares of the Company, the voting method, the voting results for each motion, and the detailed content of each resolution passed.**
61.		**Article 45 If a motion is not passed, or if the current general meeting amends a resolution from a previous general meeting, a special note shall be included in the announcement of resolution of the general meeting.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
62.	~~**Article 63** If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he or she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he or she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes. The results of the vote count shall be recorded in the meeting minutes.~~	
63.	**Article 64** If a motion on the election of a director ~~or supervisor~~ is passed at a general meeting, ~~the appointment of~~ the new director ~~or supervisor~~ shall ~~become effective on the date the relevant motion on the election is carried at the general meeting, unless otherwise expressly specified in the resolution of the general meeting~~.	**Article 49** If a motion on the election of a director is passed at a general meeting, the new director shall **assume office in accordance with the provisions of the Articles of Association**.
64.	**Article 65** If a motion on the distribution of a cash dividend or bonus shares or the conversion of funds the capital common reserve into share capital is carried at a general meeting, the Company will implement the specific plan therefor within two months after the adjournment of the general meeting.	**Article 50** If a motion on the distribution of a cash dividend or bonus shares or the conversion of funds the capital common reserve into share capital is carried at a general meeting, the Company will implement the specific plan therefor within two months after the adjournment of the general meeting.
65.	~~**Article 66** If a shareholder requests to inspect or obtain a copy of the minutes of general meeting, he or she shall submit to the Company written documents evidencing the class and number of shares he or she holds. The Company shall provide the same as requested by the shareholder after authenticating his or her identity.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
66.	**Article 67** ~~If a~~ resolution of the general meeting violates a law or administrative regulation~~;~~ ~~shareholders have the right petition a People's Court to invalidate the resolution of the general meeting~~. If the procedure for convening or the method of voting at a general meeting or a meeting of the Board of Directors violates a law, administrative regulation or these Articles of Association, or if the contents of a resolution breaches these Articles of Association, shareholders have the right to petition a ~~court~~ to revoke such resolution within 60 days from the date on which the resolution was adopted. If the procedure for convening or the method of voting at a general meeting violates a law, administrative regulation or the Articles of Association, or if the contents of a resolution breaches the Articles of Association, shareholders have the right to petition a People's Court to revoke such resolution within 60 days from the date on which the resolution was adopted.	**Article 51** **A** resolution of the general meeting **of the Company shall be invalid if it** violates a law or administrative regulation. **The Company's controlling shareholder or actual controller shall not restrict or obstruct minority investors from lawfully exercising their voting rights, nor shall they harm the legitimate rights and interests of the Company or minority investors.** If the procedure for convening or the method of voting at a general meeting violates a law, administrative regulation or the Articles of Association, or if the contents of a resolution breaches the Articles of Association, shareholders have the right to petition a People's Court to revoke such resolution within 60 days from the date on which the resolution was adopted. **However, this does not apply if the convening procedures or voting methods of the general meeting have only minor flaws that do not materially affect the resolution.** **If the Board, shareholders or other relevant parties dispute the qualifications of the convener, the convening procedure, the legality of the motion content or the validity of a resolution of general meeting, they shall promptly file a lawsuit with a People's Court. Before the People's Court issues a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of general meeting. The Company, directors, and senior management shall earnestly perform their duties and promptly execute the resolutions of general meetings to ensure the normal operation of the Company.**

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
		If the People's Court issues a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the requirements of the CSRC and the SEHK, fully explaining the impact. and shall actively cooperate in implementing the judgment or ruling after it takes effect. If it involves correcting prior matters, the Company shall handle them promptly and fulfill the corresponding information disclosure obligations.
67.	~~**Article 68** Matters such as the number of attendees at the general meeting, the number of shares held by participating shareholders, powers of attorney, the voting results of each matter put to vote, the meeting minutes and the legality of the meeting procedures may be notarized or witnessed by a qualified lawyer.~~	
	Chapter 8 Supplementary Provisions	**Chapter 5 Supplementary Provisions**
68.		**Article 52 The announcement, notice or supplemental notice of the general meeting as used in these Rules represents the publication of relevant information disclosure content on media that meet the conditions stipulated by the CSRC and on the website of the stock exchange.**
69.	~~**Article 76** These Rules shall come into effect on the date when the Company's overseas-listed foreign shares are listed and traded on The Stock Exchange of Hong Kong Limited.~~	
70.	~~**Article 77** Any amendments to these Rules shall be proposed by the Board of Directors and shall become effective upon approval at the general meeting.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
71.	~~**Article 78** The term "laws" as used in these Rules refers to the currently effective and applicable, as well as from time to time promulgated and applicable, laws, administrative regulations, departmental rules, local regulations, local government rules, and other legally binding government regulatory documents within the territory of the People's Republic of China (for the purposes of these Rules, excluding the Taiwan Province, the Hong Kong Special Administrative Region, and the Macao Special Administrative Region), unless used together with "administrative regulations", in which case it specifically refers to the legal norms adopted by the National People's Congress of the PRC and its standing committee.~~	
72.	**Article 79** For the purposes of these Rules, the terms "at least" and "within" shall include the number itself; and the terms "over", "less than"~~,~~ "more than" ~~and "before"~~ shall not include the number itself.	**Article 53** For the purposes of these Rules, the terms "at least" and "within" shall include the number itself; and the terms "over", "less than" **and** "more than" shall not include the number itself.
73.		**Article 55 These Rules and any amendments thereto shall become effective from the date of approval by resolution of the general meeting. Amendments to these Rules shall be proposed by the Board of Directors and submitted to the general meeting for review and approval.**
74.	~~**Article 80** For any matters not covered in these Rules, or in the event of any inconsistency between these Rules and the laws, the Articles of Association as lawfully formulated or amended, or the laws or relevant regulations of the stock exchange at the place where the Company's shares are listed, such laws, the Articles of Association, and the relevant laws or regulations of the stock exchange shall prevail.~~	

APPENDIX III:

Articles of Association		
No.	**Original Article**	**Amended Article**
1.	~~**Article 74** Shareholders requesting the convening of a class shareholders' meeting shall do so by the procedure set forth below:~~ ~~(1) two or more shareholders holding in the aggregate at least 10 percent of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting that the Board of Directors convene a class shareholders' meeting and stating the subject to be discussed at the meeting; the Board of Directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request; the shareholding referred to above shall be calculated as of the day on which the written request is made;~~ ~~(2) if the Board of Directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the Board of Directors received the request. The procedure according to which they convene such meeting shall, to the extent possible, be identical to the procedure according to which shareholders' meetings are to be convened by the Board of Directors.~~ ~~If shareholders convene and hold a meeting themselves because the Board of Directors failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~**Chapter 9 Special Voting Procedures for Class Shareholders**~~	
2.	~~**Article 130** Shareholders that hold different classes of shares shall be class shareholders.~~ ~~Class shareholders shall enjoy rights and bear obligations in accordance with laws and these Articles of Association.~~ ~~In addition to the holders of other classes of shares, holders of domestic investment shares and holders of overseas listed foreign investment shares shall be deemed to be different classes of shareholders.~~ ~~Where the Company issues shares which do not carry voting rights, the words "nonvoting" shall appear in the designation of such shares.~~ ~~Where the share 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".~~	
3.	~~**Article 131** If the Company intends to vary or abrogate rights of class shareholders, it may do so only after such variation or abrogation has been approved by way of a special resolution of the general meeting and by a separate class shareholders' meeting convened by the affected class shareholders in accordance with Articles 133 to 137.~~ ~~Neither the approval of the general meeting or a class shareholders' meeting shall be required if a variation or abrogation of the rights of class shareholders arises due to a change in domestic or foreign laws or the listing rules of the place of listing, or due to a decision made in accordance with the law by the domestic or foreign regulator.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
4.	~~**Article 132** Rights of shareholders of a certain class shall be deemed to be varied or abrogated under the following circumstances:~~ ~~(1) the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(2) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;~~ ~~(3) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~ ~~(4) the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;~~ ~~(5) the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;~~ ~~(6) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
	~~(7) the creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~ ~~(8) the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;~~ ~~(9) the issuance of rights to subscribe for, or convert into, shares of such class or another class;~~ ~~(10) the increase of the rights and privileges of shares of another class;~~ ~~(11) such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring; or~~ ~~(12) the amendment or deletion of the provisions of this Chapter.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
5.	~~**Article 133** Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in items (2) to (8) and items (11) to (12) of Article 132, except that interested shareholders shall not have the right to vote at class shareholders' meetings.~~ ~~For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meaning:~~ ~~(1) if the Company is to issue a buyback offer to all of the shareholders in the same proportion or is to buy back its own shares through open transactions on a stock exchange in accordance with Article 35 of these Articles of Association, the controlling shareholder as defined in Article 270 of these Articles of Association shall be an "interested shareholder";~~ ~~(2) if the Company is to buy back its own shares by agreements outside a stock exchange in accordance with Article 35 of these Articles of Association, holders of shares to which such agreements relate shall be "interested shareholders";~~ ~~(3) shareholders that, under a proposed restructuring of the Company, would bear liabilities in a proportion smaller than that of the liabilities borne by other shareholders of the same class, and shareholders that have an interest in a proposed restructuring of the Company that is different from the interest in such proposed restructuring of other shareholders of the same class, shall be "interested shareholders".~~	
6.	~~**Article 134** Resolutions of a class shareholders' meeting may be passed only by two-thirds or more of the equity interests carrying voting rights that are represented at the meeting in accordance with Article 133.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
7.	~~**Article 135** When the Company is to hold a class shareholders' meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.~~ ~~If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders' meeting.~~	
8.	~~**Article 136** If a class shareholders' meeting is to be called by issuance of a meeting notice, notice of such meeting need be delivered only to the shareholders entitled to vote thereat.~~ ~~The procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of these Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class shareholders' meetings.~~	

Articles of Association		
No.	**Original Article**	**Amended Article**
9.	~~**Article 137** The special voting procedures for class shareholders shall not apply in the following circumstances:~~ ~~(1) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic investment shares and overseas listed foreign investment shares every 12 months, and the quantity of domestic investment shares and overseas listed foreign investment shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes;~~ ~~(2) where the plan for the issuance of domestic investment shares and overseas listed foreign investment shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council's securities authority;~~ ~~(3) where, subject to the approval of the State Council or the approval authority authorized thereby, the Company's shares held by the Company's sponsor are converted into foreign investment shares, and listed and traded on a foreign stock exchange.~~	

APPENDIX IV:

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
1.	~~**Article 18**~~ ~~Shareholders requesting the convening of a class shareholders' meeting shall do so by the procedure set forth below:~~ ~~(1) two or more shareholders holding in the aggregate at least 10 percent of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting that the Board of Directors convene a class shareholders' meeting and stating the subject to be discussed at the meeting; the Board of Directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request; the shareholding referred to above shall be calculated as of the day on which the written request is made;~~ ~~(2) if the Board of Directors fails to issue a notice convening the meeting within 30 days after receiving the above written request(s), the shareholders who individually or jointly hold 10% or more of the voting shares of the Company at the proposed meeting shall have the right to request the Supervisory Committee to convene an extraordinary general meeting or a class shareholders' meeting, and such request shall be made in writing. The Supervisory Committee may convene the meeting within four months after the Board receives such request. If the Supervisory Committee fails to convene and preside over the meeting, the shareholders who individually or in aggregate have held more than 10% of the Company's shares for more than 90 consecutive days may convene the meeting themselves, and the convening procedure shall be the same as that used by the Board of Directors for convening general meetings.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	~~**Chapter 7 Special Voting Procedures for Class Shareholders**~~	
2.	~~**Article 69** Where the Company issues different classes of shares, shareholders that hold different classes of shares shall be class shareholders.~~ ~~Class shareholders shall enjoy rights and bear obligations in accordance with laws, administrative regulations and the Articles of Association.~~	
3.	~~**Article 70** If the Company intends to vary or abrogate rights of class shareholders, it may do so only after such variation or abrogation has been approved by way of a special resolution of the general meeting and by a separate class shareholders' meeting convened by the affected class shareholders.~~ ~~Neither the approval of the general meeting or a class shareholders' meeting shall be required if a variation or abrogation of the rights of class shareholders arises due to a change in domestic or foreign laws, administrative regulations or the listing rules of the place of listing, or due to a decision made in accordance with the law by the domestic or foreign regulator.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
4.	~~**Article 71** Rights of shareholders of a certain class shall be deemed to be varied or abrogated under the following circumstances:~~ ~~(1) the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(2) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;~~ ~~(3) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~ ~~(4) the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;~~ ~~(5) the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
	~~(6) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;~~ ~~(7) the creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~ ~~(8) the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;~~ ~~(9) the issuance of rights to subscribe for, or convert into, shares of such class or another class;~~ ~~(10) the increase of the rights and privileges of shares of another class;~~ ~~(11) such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring; or~~ ~~(12) the amendment or deletion of the provisions of this Chapter.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
5.	~~**Article 72** Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in items (2) to (8) and items (11) to (12) of Article 71, except that interested shareholders shall not have the right to vote at class shareholders' meetings.~~ ~~For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meaning:~~ ~~(1) if the Company is to issue a buyback offer to all of the shareholders in the same proportion or is to buy back its own shares through open transactions on a stock exchange in accordance with the Articles of Association, the controlling shareholder as defined in the Articles of Association shall be an "interested shareholder";~~ ~~(2) if the Company is to buy back its own shares by agreements outside a stock exchange in accordance with the Articles of Association, holders of shares to which such agreements relate shall be "interested shareholders";~~ ~~(3) shareholders that, under a proposed restructuring of the Company, would bear liabilities in a proportion smaller than that of the liabilities borne by other shareholders of the same class, and shareholders that have an interest in a proposed restructuring of the Company that is different from the interest in such proposed restructuring of other shareholders of the same class, shall be "interested shareholders".~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
6.	~~**Article 73** Resolutions of a class shareholders' meeting may be passed only by two-thirds or more of the equity interests carrying voting rights that are represented at the meeting in accordance with the preceding Article.~~	
7.	~~**Article 74** When the Company is to hold a class shareholders' meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.~~ ~~If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders' meeting.~~ ~~Where otherwise specifically required by the Listing Rules of the Company, such requirements shall apply.~~	

The Rules of Procedure for General Meetings		
No.	**Original Article**	**Amended Article**
8.	~~**Article 75** The special voting procedures for class shareholders shall not apply in the following circumstances:~~ ~~(1) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic investment shares and overseas listed foreign investment shares every 12 months, and the quantity of domestic investment shares and overseas listed foreign investment shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes;~~ ~~(2) where the plan for the issuance of domestic investment shares and overseas listed foreign investment shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council's securities authority;~~ ~~(3) where, subject to the securities regulatory authority of the State Council, domestic shareholders of the Company transfer the shares they hold to overseas investors for trading and listing overseas.~~	

APPENDIX V:

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
1.	**Article 1** In order to improve the corporate governance structure of CRCC High-Tech Equipment Corporation Limited (the "Company"), standardize the procedures and decision-making process of the Board of Directors, ensure that directors and the Board of Directors effectively perform their duties, and enhance the Board's standard operation and scientific decision-making capabilities, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Articles of Association of CRCC High-Tech Equipment Corporation Limited (the "Articles of Association"), ~~the laws of the place where the Company's securities are listed and the relevant rules of the stock exchange~~, and in light of the actual circumstances of the Company.	**Article 1** In order to improve the corporate governance structure of CRCC High-Tech Equipment Corporation Limited (the "Company"), standardize the procedures and decision-making process of the Board of Directors, ensure that directors and the Board of Directors effectively perform their duties, and enhance the Board's standard operation and scientific decision-making capabilities, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Articles of Association of CRCC High-Tech Equipment Corporation Limited (the "Articles of Association"), **the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and other regulations**, and in light of the actual circumstances of the Company.
2.	**Article 2** The Board of Directors is the standing decision-making body for the Company's operations and is accountable to the general meeting. The Board shall perform its duties in accordance with the Company Law, the Articles of Association and other applicable laws and regulations.	**Article 2** The Board of Directors is the standing decision-making body for the Company's operations and is accountable to the general meeting. The Board shall perform its duties in accordance with the Company Law, the Articles of Association and other applicable laws and regulations.
3.		**Article 3 The Board of Directors shall uphold the leadership role of the Party Committee in providing overall guidance, ensuring sound decision-making and overseeing implementation within the Company.**

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
	~~Chapter 2 Composition and Functions and Powers of the Board~~	
4.	**~~Article 3~~** ~~The Board of Directors shall consist of 9 directors, including one chairman and 3 independent directors.~~	
5.	**~~Article 4~~** ~~Directors shall be elected at general meetings with a term of office of 3 years. Upon the maturity of the term of office, a director shall be eligible to offer himself for reelection. The chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman shall be 3 years, renewable upon re-election. Directors are not required to hold shares of the Company.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
6.	~~**Article 5** The Board of Directors shall exercise the following functions and powers:~~ ~~(1) to convene general meetings and report its work to the general meetings;~~ ~~(2) to implement the resolutions of the general meetings;~~ ~~(3) to decide on the Company's business plans and investment plans~~ ~~(4) to formulate the Company's annual financial budgets and final accounts;~~ ~~(5) to formulate the Company's profit distribution plan and the plan for making up losses;~~ ~~(6) to formulate proposals for the increase or reduction of the Company's registered capital and the issuance of shares, debentures or other securities and the listing project of the Company;~~ ~~(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;~~ ~~(8) to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, the provision of security for third parties, entrustment of financial services, connected transactions, etc., to the extent authorized by the general meeting;~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
	~~(9) to determine on the establishment of the Company's internal management structure;~~ ~~(10) to engage or dismiss the Company's General Manager and Secretary to the Board; to engage or dismiss such senior management members as Deputy General Manager, financial controller and etc, as proposed by the General Manager, and deciding on matters relating to their remuneration, rewards and punishments;~~ ~~(11) to formulate the basic management systems of the Company;~~ ~~(12) to formulate proposals for amendments to the Articles of Association;~~ ~~(13) to manage the information disclosure of the Company;~~ ~~(14) to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee;~~ ~~(15) to listen to the work reports of the Company's General Manager and inspect his or her work;~~ ~~(16) to decide the establishment of special committees and their compositions;~~ ~~(17) to consider and approve changes in the use of offer proceeds;~~ ~~(18) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and the Articles of Association.~~ ~~Resolutions relating to the above, with the exception of items (6) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
7.	~~**Article 6** The Board of Directors shall perform corporate governance duties, including but not limited to:~~ ~~(1) to implement, review and improve the corporate governance system and condition of the Company;~~ ~~(2) to review and supervise the training and continuing professional development of directors and senior management;~~ ~~(3) to review and supervise the compliance of the policies with laws and relevant regulations of the securities regulatory authority where the shares are listed and to make the relevant disclosure;~~ ~~(4) to formulate, review and supervise the code of conduct and relevant rules and manual of employees and directors.~~ ~~The Board of Directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.~~	
8.	~~**Article 7** The Board of Directors shall give explanations to the general meeting in respect of audit reports with non-standard audit opinions issued by certified public accountants in respect of financial reports of the Company.~~	
9.	~~**Article 8** The Board of Directors shall define the authority for external investment, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management and related party transactions, and shall establish strict review and decision-making procedures. Major investment projects shall be evaluated by relevant experts and professionals, and submitted to the general meeting for approval.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
10.	~~**Article 9** The chairman of the Board of Directors shall exercise the following powers:~~ ~~(1) to preside over general meetings, to convene and preside over meetings of the Board of Directors;~~ ~~(2) to supervise and check on the implementation of the resolutions of the general meetings and the Board of Directors;~~ ~~(3) to sign the significant documents of the Board of Directors and other documents required to be signed by the legal representative of the Company;~~ ~~(4) to exercise certain powers of the Board of Directors in accordance with authorization of the Board of Directors during adjournment of the Board meeting;~~ ~~(5) to sign the share certificates issued by the Company;~~ ~~(6) to organize the formulation of relevant systems and to coordinate the operation of the Board of Directors;~~ ~~(7) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the Board of Directors and general meetings after exercising such powers;~~ ~~(8) to receive the work reports of the General Manager, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company;~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
	~~(9) the Board of Directors authorizes the chairman of the Board of Directors to decide on the following issues:~~ ~~(i) any pledge of assets and investments with a transaction amount being more than 1% but less than 3% of the latest audited net assets of the Company;~~ ~~(ii) any entrusted wealth management with a transaction amount being less than 3% of the latest audited net assets of the Company;~~ ~~(iii) any bank loan with an amount within the credit limit approved by the board of directors and being more than 10% of the latest audited net assets;~~ ~~(iv) any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million;~~ ~~(v) acquisition and disposal of significant assets within a year with an amount of more than RMB50 million but less than 3% of the latest audited net assets of the Company.~~ ~~(10) to approve resolutions or matters proposed by the General Manager except those required to be approved by the Board of Directors or general meeting;~~ ~~(11) to exercise other functions and powers conferred by the law, regulations, Articles of Association or the board of directors.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
11.	~~**Article 10** The chairman of the Board shall perform the following corporate governance duties:~~ ~~(1) ensure that all directors are informed of the matters proposed to be considered at Board meetings;~~ ~~(2) ensure that directors receive adequate information about the Company in a timely manner, and that such information is accurate, clear, complete and reliable;~~ ~~(3) ensure the effective functioning of the Board and that it performs its duties properly;~~ ~~(4) be responsible for formulating and approving the agenda for each Board meeting, with the option to delegate this responsibility to a designated director or the secretary to the Board;~~ ~~(5) ensure that the Company establishes sound corporate governance practices and procedures;~~ ~~(6) encourage all directors to actively participate in Board affairs and lead by example to ensure that the Board acts in the best interests of the Company; encourage directors with dissenting views to raise their concerns and allow sufficient time for discussion of such matters;~~ ~~(7) hold at least one meeting annually with non-executive directors (including independent non-executive directors) without the presence of executive directors;~~ ~~(8) ensure that the Board maintains effective communication with shareholders and that shareholders' views are conveyed to the entire Board;~~ ~~(9) foster a culture of openness and constructive dialogue, and ensure a constructive relationship between executive and non-executive directors.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
12.	~~**Article 11** If the Chairman of the Board is unable to perform his or her duties or fails to perform his or her duties, his or her duties shall be performed by the Vice Chairman of the Board as entrusted by the Chairman of the Board; if the Vice Chairman of the Board is unable or fails to perform these duties, a director elected by at least one half of the directors shall perform such duties.~~	
13.	**Article 12** ~~The Board of Directors shall establish a working body under the Board to handle~~ the daily affairs of the Board.	**Article 4** **The Board office shall serve as the executive body of the Board, led by the secretary to the Board, and shall be responsible for handling** the daily affairs of the Board.
	Chapter 3 Convening of Board Meetings	**Chapter 2 Convening of Board Meetings**
14.	**Article 13** Meetings of the Board of Directors are divided into regular meetings and interim meetings. The Board of Directors shall hold at least four regular meetings each year.	**Article 5** Meetings of the Board of Directors are divided into regular meetings and interim meetings. The Board of Directors shall hold at least four regular meetings each year. **Meetings shall be convened by the Chairman of the Board.** **An extraordinary board meeting may be convened upon the proposal of shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors or the audit and risk management committee. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.**
15.	~~**Article 14** Prior to issuing the notice for a regular meeting of the Board of Directors, the Board's working body shall fully solicit opinions from all directors and the General Manager. After forming preliminary meeting proposals, these shall be submitted to the secretary to the Board for review. Upon review, the secretary shall submit the proposals to the Chairman for confirmation.~~ ~~Before confirming the proposals, the Chairman shall, as necessary, seek the opinions of the General Manager and other senior management members.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
16.	~~**Article 15** Under any of the following circumstances, the chairman shall convene an interim meeting of the Board of Directors within ten days:~~ ~~(1) upon the proposal of shareholders representing more than 10% of the voting rights;~~ ~~(2) upon the proposal of the Supervisory Committee;~~ ~~(3) when deemed necessary by the Chairman;~~ ~~(4) upon the proposal of one-third or more of the directors;~~ ~~(5) upon the proposal of more than half of the independent non-executive directors;~~ ~~(6) upon the proposal of the General Manager;~~ ~~(7) when requested by securities regulatory authorities;~~ ~~(8) other circumstances as provided in the Articles of Association.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
17.	~~**Article 16** To propose the convening of an interim Board meeting pursuant to the preceding article, the proposer shall submit a written proposal signed (or stamped) by the proposer either through the Board's working body or directly to the Chairman. The written proposal shall specify the following:~~ ~~(1) the name of the proposer;~~ ~~(2) the reasons for the proposal or the objective grounds on which the proposal is based;~~ ~~(3) the proposed time or timeframe, location and format of the meeting;~~ ~~(4) a clear and specific proposal item;~~ ~~(5) the contact information of the proposer and the date of the proposal.~~ ~~The content of the proposal shall fall within the scope of the Board's functions powers as stipulated in the Articles of Association, and relevant supporting materials shall be submitted together with the proposal. Upon receiving the written proposal and relevant materials, the Board's working body shall forward them to the Chairman on the same day. If the Chairman deems that the content of the proposal is unclear, insufficiently specific, or lacking supporting materials, the proposer may be requested to revise or supplement it.~~ ~~The Chairman shall convene and preside over the Board meeting within ten days upon receipt of the proposal or a request from the securities regulatory authorities.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
18.	**Article 17** Meetings of the Board of Directors shall be convened and presided over by the Chairman. If the Chairman fails or is unable to perform his or her duties, ~~the Vice Chairman shall convene and preside over the meeting. If the Vice Chairman fails or is unable to perform his or her duties,~~ the meeting shall be convened and presided over by the director jointly elected by ~~at least one~~ half of the directors.	**Article 6** Meetings of the Board of Directors shall be convened and presided over by the Chairman. If the Chairman fails or is unable to perform his or her duties, the meeting shall be convened and presided over by the director jointly elected by **more than** half of the directors.
19.	**Article 18** For regular and interim meetings of the Board of Directors, the Board's working body shall issue a written notice to all directors, ~~supervisors,~~ the General Manager and the secretary to the Board at least 14 days and 5 days in advance, respectively, via fax or email. In the event of an emergency, the time and content requirements for notices of interim Board meetings as stipulated in these ~~Articles of Association~~ may be waived. However, the convener shall provide an explanation at the meeting. ~~For the avoidance of doubt, the notice of an interim Board meeting in an emergency situation shall still include items (1), (2) and (4) of Article 19 of these Rules, as well as reasonably necessary information regarding the matters and agenda of the meeting.~~	**Article 7** For regular and interim meetings of the Board of Directors, the Board's working body shall issue a written notice to all directors, the General Manager and the secretary to the Board at least 14 days and 5 days in advance, respectively, via fax or email. In the event of an emergency, the time and content requirements for notices of interim Board meetings as stipulated in these **Rules** may be waived. However, the convener shall provide an explanation at the meeting **and make relevant record**.

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
20.	**Article 19** A written notice of a meeting of the Board of Directors shall include the following particulars: (1) the ~~time~~ and venue of the meeting; (2) the duration of the meeting; (3) the reasons for holding the meeting and the topics to be discussed thereat; (4) the date of issuance of the notice~~;~~ ~~(5) the method by which the meeting is to be held;~~ ~~(6) the names of the meeting convener and chairman, the name of the person who proposed the interim meeting and his or her written proposal;~~ ~~(7) the meeting materials necessary for the vote by the directors;~~ ~~(8) a request that the director attend in person or that he or she appoint another director to attend the meeting on his or her behalf;~~ ~~(9) the name of the contact person and his or her contact information.~~	**Article 8** A written notice of a meeting of the Board of Directors shall include the following particulars: (1) the **date** and venue of the meeting; (2) the duration of the meeting; (3) the reasons for holding the meeting and the topics to be discussed thereat; (4) the date of issuance of the notice**.** **An oral meeting notice shall at least include the contents specified in items (1) and (2) above, as well as an explanation of the urgency of the situation requiring the prompt convening of an interim Board meeting.**

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
21.	~~**Article 20** After a written notice of a regular Board meeting has been issued, if it is necessary to change the time, venue or other matters of the meeting, or to add, amend or cancel proposals, a written notice of such changes shall be issued at least three days before the originally scheduled meeting date, stating the relevant circumstances and the content and supporting materials of any new proposals. If less than three days' notice is given, the meeting date shall be postponed accordingly unless all attending directors agree to proceed as scheduled.~~ ~~After a notice of an interim Board meeting has been issued, any changes to the meeting time, venue or other matters, or additions, amendments or cancellations of proposals, shall require prior consent from all attending directors and appropriate records shall be kept.~~	
22.	**Article 21** A Board meeting may only be held if more than half of the directors are in attendance. ~~If any director refuses or neglects to attend the meeting, resulting in the failure to meet the minimum quorum, the Chairman and the secretary to the Board shall promptly report to the regulatory authorities.~~ ~~Supervisors may attend Board meetings in non-voting capacity. The General Manager and secretary to the Board, if not also serving as directors, shall attend Board meetings in non-voting capacity. Other relevant personnel may be invited to attend in non-voting capacity as deemed necessary by the chairman of the meeting.~~	**Article 9** A Board meeting may only be held if more than half of the directors are in attendance. **Resolutions of the Board of Directors must be passed by more than half of the directors.** **Voting on Board of Directors' resolutions shall be conducted on a one-person-one-vote basis.**

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
23.	**Article 22** Directors shall attend Board meetings in person. If a director is unable to attend due to a valid reason, he/she may authorize another director in writing to attend on his/her behalf. The power of attorney shall specify the scope of authorization. ~~Attendance via teleconference, videoconference or other electronic communication methods shall be deemed attendance in person for interim Board meetings. The power of attorney shall include the following:~~ ~~(1) names of the principal and the proxy;~~ ~~(2) brief comments of the principal on each proposal;~~ ~~(3) scope of authorization and voting instructions on the proposals;~~ ~~(4) validity period of the authorization;~~ ~~(5) signature or seal of the principal and date.~~ ~~If a director authorizes another director to sign a written confirmation on periodic reports on his/her behalf, such authorization must be expressly stated in the power of attorney. The proxy shall present the written power of attorney to the chairman of the meeting and note their attendance as a proxy in the meeting attendance register.~~ The proxy shall exercise the director's rights within the scope of authorization. Any director who neither attends nor appoints a proxy for a Board meeting shall be deemed to have waived his/her voting rights at that meeting.	**Article 10** Directors shall attend Board meetings in person. If a director is unable to attend due to a valid reason, he/she may authorize another director in writing to attend on his/her behalf. The power of attorney shall specify **the name of proxy, the matters to be represented,** the scope **and validity period** of authorization**, and shall be signed or sealed by the principal**. The proxy shall exercise the director's rights within the scope of authorization. Any director who neither attends nor appoints a proxy for a Board meeting shall be deemed to have waived his/her voting rights at that meeting.

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
24.	**Article 23** The following principles shall apply to proxy attendance at Board meetings: (1) in the review of connected transactions, connected directors may not appoint or act as proxies for non-connected directors, and non-connected directors may not accept proxies from connected directors; (2) independent non-executive directors may not appoint any directors other than independent non-executive directors as proxies, and directors other than independent non-executive directors may not accept such appointments; (~~3~~) directors may not grant general or unclear proxy authority without stating their own opinions and voting intentions on the proposals, nor may other directors accept such general or unclear authorizations; (~~4~~) each director may act as a proxy for only one other director and may not appoint a director who has already accepted another proxy.	**Article 11** The following principles shall apply to proxy attendance at Board meetings: (1) in the review of connected transactions, connected directors may not appoint or act as proxies for non-connected directors, and non-connected directors may not accept proxies from connected directors; (2) **external directors may not appoint any non-external directors as proxies;** **(3)** independent non-executive directors may not appoint any directors other than independent non-executive directors as proxies, and directors other than independent non-executive directors may not accept such appointments; (**4**) directors may not grant general or unclear proxy authority without stating their own opinions and voting intentions on the proposals, nor may other directors accept such general or unclear authorizations; (**5**) each director may act as a proxy for only one other director and may not appoint a director who has already accepted another proxy.

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
25.	**Article 24** Regular Board meetings shall be held in physical form. Interim Board meetings may be held in physical form or, provided that directors can fully express their opinions and engage in real-time communication, by means of teleconference, videoconference or written circulation. However, meetings involving proposals in which the Board considers that major conflicts of interest exist between ~~major~~ shareholders or directors and the Company~~, and meetings concerning the appointment or removal of the secretary to the Board,~~ shall not be held via written circulation. ~~For meetings held via video or teleconference, directors who appear on video or express their views during the call shall be counted as present. For meetings held by written circulation, attendance shall be counted based on the number of valid votes actually received.~~	**Article 12** Regular Board meetings shall be held in physical form. Interim Board meetings may be held in physical form or, provided that directors can fully express their opinions and engage in real-time communication, by means of teleconference, videoconference or written circulation. However, meetings involving proposals in which the Board considers that major conflicts of interest exist between **substantial** shareholders or directors and the Company shall not be held via written circulation.
26.	**Article 25** If more than ~~half of the attending~~ directors or more than two independent non-executive directors ~~believe that a proposal is unclear, insufficiently specific, or that supporting materials are inadequate to enable informed judgment, they may jointly propose that the discussion of the proposal be postponed. The chairman of the meeting shall adopt such a proposal. The directors proposing the postponement shall clearly specify the conditions to be met before the proposal is resubmitted for discussion.~~	**Article 13** If more than **one third of the** directors or more than two independent non-executive directors **have significant disagreements regarding matters to be submitted for deliberation by the Board of Directors, such matters shall generally be postponed from being presented at the meeting. If the materials are deemed incomplete, inadequately substantiated or not provided in a timely manner, the directors may jointly submit a written request to postpone the meeting or the deliberation of the matter, and the Board of Directors shall adopt such a request.**
27.	~~**Article 26** The chairman of the meeting shall request that each attending director express a clear opinion on every proposal under discussion at the Board meeting.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
28.	~~**Article 27** For proposals that, under relevant rules, require prior approval by independent non-executive directors, the chairman of the meeting shall designate an independent non-executive director to read out the written approval of the independent non-executive directors before the proposal is discussed.~~	
29.	~~**Article 28** Unless all attending directors unanimously agree, the Board may not vote on proposals that were not included in the meeting notice. Where a director attends the meeting as a proxy for another director, the proxy may not vote on proposals not included in the meeting notice unless expressly authorized to do so in the power of attorney.~~	
	Chapter 4 Voting at Board Meetings	**Chapter 3 Voting at Board Meetings**
30.	**Article 32** ~~Resolutions of the Board of Directors shall be passed by a majority vote of all directors, unless laws, the listing rules of the stock exchange where the Company's securities are listed, or the Articles of Association stipulate that a resolution requires the approval of a greater number of directors, in which case such provisions shall prevail.~~	**Article 16 Meetings and voting of the Board of Directors may be conducted in physical form or through electronic communication methods. Voting on resolutions of the Board of Directors shall be conducted on a one-person-one vote basis.**
31.	~~**Article 33** Resolutions of the Board of Directors shall be voted on by disclosed ballot, with each director having one vote. A resolution must be passed by more than half of all directors. When the numbers of votes for and against are equal, the Chairman is entitled to a casting vote.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
32.	**Article 34** Once each motion has been fully discussed, the chairman shall propose that the directors present at the meeting vote thereon. ~~The voting options open to directors are consent, opposition or abstention. The directors present at a meeting shall select one from among the foregoing options. If a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain. If a director leaves the venue during the course of a meeting without returning to make a selection, he or she shall be deemed to abstain.~~	**Article 17** Once each motion has been fully discussed, the chairman shall propose that the directors present at the meeting vote thereon. **Directors may vote for, against or abstain from voting. Those who vote against or abstain from voting must provide specific reasons, which shall be recorded in the meeting minutes.**
33.	**Article 35** ~~In the following circumstances, a director shall abstain from voting on the relevant motion:~~ ~~(1)~~ the director has a connected relationship with the enterprise involved in the matters to be resolved at the Board meeting~~;~~ ~~(2) the director believes he/she shall abstain;~~ ~~(3) other circumstances requiring abstention as stipulated by laws, the listing rules of the stock exchange where the Company's securities are listed or the Articles of Association.~~ ~~In the above circumstances, a~~ Board meeting may be held with the attendance of more than half of the non-connected directors, and resolutions made at the meeting must be passed by more than half of the non-connected directors. If less than three non-connected directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.	**Article 18** **If** the director has a connected relationship with the enterprise involved in the matters to be resolved at the Board meeting**, the director shall promptly report to the Board of Directors in writing. A connected director shall not exercise voting rights on that resolution and shall not act as a proxy to exercise voting rights on behalf of other directors. Such** Board meeting may be held with the attendance of more than half of the non-connected directors, and resolutions made at the meeting must be passed by more than half of the non-connected directors. If less than three non-connected directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
34.		**Article 19 Resolutions of the Board of Directors are divided into ordinary resolutions and special resolutions. An ordinary resolution shall be passed by more than half of all directors, while a special resolution shall be passed by more than two-thirds of all directors. The scope of matters for ordinary and special resolutions is stipulated by the Articles of Association, and where laws, administrative regulations or regulatory authorities provide otherwise, those provisions shall prevail.** **For resolutions on guarantee matters within the authority of the Board of Directors as stipulated by the Articles of Association, in addition to requiring the approval of more than half of all directors, the resolution must also be approved by more than two-thirds of the attending directors.**
35.	~~**Article 36** The Board of Directors shall strictly act within the scope of authorization granted by the general meeting and the Articles of Association and shall not make resolutions beyond its authority.~~	
36.	~~**Article 37** Where the Board of Directors resolves on the Company's profit distribution plan, it may first notify the certified public accountant of the draft distribution proposal intended to be submitted to the Board for review and request a draft audit report (with all other financial data not related to distribution already finalized). After the Board passes a resolution on the profit distribution plan, the plan shall be submitted to the general meeting for consideration. A formal audit report shall then be obtained from the certified public accountant, and the Board shall subsequently resolves on other relevant matters of the periodic report based on the formal audit report.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
37.	~~**Article 38** After directors have completed voting, the relevant staff under the secretary to the Board shall promptly collect the directors' ballots and deliver them to the secretary to the Board for tallying under the supervision of a supervisor or an independent non-executive director.~~ ~~For meetings held in physical form, the chairman of the meeting shall announce the voting results on the spot. For other forms of meetings, the voting results shall be communicated to all directors on the next business day after the voting deadline.~~ ~~Votes cast by directors after the announcement of voting results by the chairman of the meeting or after the expiry of the prescribed voting period shall not be counted.~~	
38.	~~**Article 39** In the event of a conflict between the content and import of different resolutions, the resolution adopted the later in time shall prevail.~~	
39.	~~**Article 40** If a motion is not passed, and there have been no significant changes in relevant conditions or factors, the Board shall not reconsider the same motion within one month.~~	
40.	~~**Article 41** For Board meetings held in physical form or via electronic communication, full audio recordings may be made as needed.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
41.	**Article 42** The secretary to the Board shall arrange for the Board secretariat staff to keep proper minutes of Board meetings. The meeting minutes shall include the following: (1) date, venue~~,~~ name of convener ~~and chairman~~ of the meeting; ~~(2) details regarding the issuance of the meeting notice;~~ (~~3~~) names of attending directors, and names of directors (or proxies) attending on behalf of others; (~~4~~) meeting agenda; (~~5~~) ~~motions reviewed,~~ key points and major opinions expressed by directors ~~(especially any concerns raised or objections expressed)~~; (~~6~~) voting method and result for each resolution ~~(including the number of votes for, against, or abstaining);~~ ~~(7) any other matters requested by attending directors to be recorded~~.	**Article 20** The secretary to the Board shall arrange for the Board secretariat staff to keep proper minutes of Board meetings. The meeting minutes shall include the following: (1) date, venue **and** name of convener of the meeting; (**2**) names of attending directors, and names of directors (or proxies) attending on behalf of others; (**3**) meeting agenda; (**4**) key points and major opinions expressed by directors; (**5**) voting method and result for each resolution.

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
42.	**Article 43** In addition to the meeting minutes, the secretary to the Board may, as needed, arrange for the Board office staff to prepare a concise meeting summary ~~and produce a separate resolution record based on the voting results for resolutions adopted at the meeting~~.	**Article 21** In addition to the meeting minutes, the secretary to the Board may, as needed, arrange for the Board office staff to prepare a concise meeting summary.
43.	~~**Article 45** The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors is in violation of laws or the Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.~~	
44.	**Article 46** Board meeting archives, including meeting notices and materials, the attendance register, power of attorney of directors for proxy attendance, audio recordings, ballots, meeting minutes confirmed and signed by attending directors, meeting summaries and resolution records, shall be preserved by the Board's working body as part of the Company's official records for a period of at least ten years. ~~If any director gives reasonable notice, the Company shall make the meeting minutes and other relevant documents available for his/her inspection during any reasonable period.~~	**Article 23** Board meeting archives, including meeting notices and materials, the attendance register, power of attorney of directors for proxy attendance, audio recordings, ballots, meeting minutes confirmed and signed by attending directors, meeting summaries and resolution records, shall be preserved by the Board's working body as part of the Company's official records for a period of at least ten years.

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
	~~Chapter 5 Implementation and Follow-up of Board Resolutions~~	
45.	**~~Article 47~~** ~~The following matters shall be submitted to the general meeting for approval after being considered and approved by the Board of Directors before implementation:~~ ~~(1) formulation of the Company's annual financial budget and final accounts;~~ ~~(2) formulation of the Company's profit distribution plan and loss recovery plan;~~ ~~(3) formulation of proposals for increasing or reducing registered capital, issuing bonds or other securities, and listing;~~ ~~(4) formulation of proposals for major acquisitions, repurchase of the Company's own shares, merger, division, dissolution or change of the Company's form;~~ ~~(5) formulation of amendments to the Articles of Association;~~ ~~(6) proposals for engaging or replacing the accounting firm responsible for the Company's audit.~~	
46.	**~~Article 48~~** ~~The Chairman shall oversee the implementation of resolutions of the Board of Directors, inspect the execution of such resolutions, and report on their implementation status at subsequent Board meetings.~~	

The Rules of Procedure for Board Meetings		
No.	**Original Article**	**Amended Article**
	Chapter 6 Supplementary Provisions	**Chapter 5 Supplementary Provisions**
47.	~~**Article 49** These Rules shall come into effect on the date when the Company's overseas-listed foreign shares are listed and traded on The Stock Exchange of Hong Kong Limited.~~	
48.	**Article 50** Any amendments to these Rules shall be proposed by the Board of Directors and shall become effective upon approval at the general meeting.	**Article 24** Any amendments to these Rules shall be proposed by the Board of Directors and shall become effective upon approval at the general meeting.